



BULKY DOCUMENTS

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Part : 3 of 9

91201920

1 IN THE UNITED STATES PATENT AND TRADEMARK
2 BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

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3 CITIGROUP INC.,

Serial No.

4 Opposer,

85/219,849

Opposition No.

5 - against -

91201920

6 CITIAIR, LLC,

7 Applicant.

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11 DEPOSITION OF MARY ANN VILLANUEVA

12 New York, New York

13 Tuesday, October 16, 2012
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22 Reported by:

FRANCIS X. FREDERICK, CSR, RPR, RMR

23 NJ CSR LICENSE NO. 30XI 00159400

JOB NO. 54316MV
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3
4 October 16, 2012

5 9:02 a.m.
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8 TRADE SECRET/COMMERCIALY

9 SENSITIVE deposition of MARY ANN
10 VILLANUEVA, held at the offices of
11 Skadden, Arps, Slate, Meagher & Flom, 4
12 Times Square, New York, New York,
13 pursuant to Notice before Francis X.
14 Frederick, a Certified Shorthand
15 Reporter, Registered Merit Reporter and
16 Notary Public of the States of New York
17 and New Jersey.
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1 A P P E A R A N C E S:

2
3 SKADDEN, ARPS, SLATE, MEAGHER & FLOM

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6 New York, New York 10178

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10 THE TRADEMARK COMPANY

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14 BY: MATTHEW H. SWYERS, ESQ.

15
16
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20
21 ALSO PRESENT:

22 ANNE MOSES, ESQ., Citigroup

23 ROBERT U. LINNOILA,

24 Legal Assistant, Skadden Arps

1 M A R Y A N N V I L L A N U E V A,
2 called as a witness, having been duly
3 sworn by a Notary Public, was examined
4 and testified as follows:

5 DIRECT EXAMINATION

6 BY MR. PLEVAN:

7 Q. What is your name?

8 A. Mary Ann Villanueva.

9 Q. How old are you, Ms. Villanueva?

10 A. Forty-five.

11 Q. What is your current position?

12 A. I'm currently director of Global
13 Branding at Citi.

14 Q. Citi, what's the corporate entity?

15 A. Citigroup Inc.

16 Q. And when you say Citi, you mean
17 C-I-T-I?

18 A. That's correct.

19 Q. What is your professional field?

20 A. I am in marketing broadly,
21 branding specifically.

22 Q. And your education?

23 A. I have a bachelor of arts from
24 Rutgers University in economics and political
25 science, and an MBA from Columbia in finance

1 and management.

2 Q. What is your employment background
3 prior to coming to Citigroup?

4 A. Prior to coming to Citi, I was at
5 Prophet Brand Strategy which is a brand
6 consultancy firm the likes of which we
7 typically use within corporations for branding
8 purposes. I was at business school as well,
9 and at WPP Group, which is a conglomerate of
10 marketing and advertising research agencies.

11 Q. And how long have you been at
12 Citigroup?

13 A. It will be eleven years on
14 November 1st.

15 Q. And have you been in branding that
16 whole time?

17 A. Yes.

18 Q. What is the -- I'm going to
19 withdraw that.

20 Describe for us the Global
21 Branding Group at Citigroup and its
22 activities.

23 A. The Global Branding Group also
24 encompasses sponsorship, so it's branding and
25 sponsorship. We look at the overall corporate

1 brand strategy which trickles down to the
2 businesses. We also work on developing the
3 client and customer experience as manifested
4 itself -- as it manifests itself in retail
5 branches, on-line, credit cards, et cetera.

6 Q. You get involved when new products
7 are developed.

8 A. When new products are developed,
9 when new campaigns are developed. Any
10 external facing manifestation of the brand.

11 Q. Do you create guidelines?

12 A. We do. Many.

13 Q. Like, for example? Especially
14 related to trademarks and branding.

15 A. Yes. So we have corporate
16 level -- so we distinguish them between
17 corporate level and by line of business. And
18 we have a number of corporate level guidelines
19 and we actually call them standards because
20 they're more rules to be enforced around the
21 look and feel of how we present ourselves in
22 public. We have a standard set of brand
23 elements that we comply with. We also have
24 naming standards which are fairly stringent in
25 terms of the types of naming protocol that we

1 are permitted to use for both internal and
2 external names across the lines of business.
3 And, then, in terms of guidelines, by line of
4 business and by functional area, we do have a
5 set of guidelines that apply those standards
6 to specific lines of business and how they're
7 appropriate for, say, the private bank or the
8 credit card business.

9 Q. What is the role of the mark Citi,
10 C-I-T-I, as a trademark in the branding
11 strategy?

12 A. The Citi mark is the master brand
13 for the organization, meaning that everything
14 we do as a company is under the Citi, C-I-T-I,
15 name, as well as uses -- we use the master
16 brand logo which is Citi with arc across the
17 board. And so everything we present in the
18 public domain it's using the Citi logo and the
19 Citi name. Any new names that are developed
20 for both businesses and internal initiatives
21 as well as, obviously, external facing
22 products and services, use the Citi name.

23 Q. Now, is there, as you understand
24 the term, a family of Citi marks?

25 MR. SWYERS: Objection. Thank

1 you. One second.

2 Again, I believe that's an issue
3 of ultimate determination for the TTAB
4 as a legal terminology. She hasn't been
5 proposed to be an expert in this case.
6 She hasn't been identified as an expert
7 in this case. And I believe you're
8 asking for an expert opinion from the
9 witness in that regard. If we're
10 talking about, you know, generally
11 speaking, family not legal significance
12 or otherwise, I think you can ask her.
13 But she can't render an expert opinion.

14 MR. PLEVAN: All right.

15 BY MR. PLEVAN:

16 Q. So in your view, is there what you
17 would refer to as a family of Citi marks?

18 A. From a branding perspective we do
19 develop names and we develop products and
20 services under that master brand Citi. And so
21 the Citi family of marks that we develop all
22 have Citi preceding the name or Citi appended
23 to the name for such products as CitiGold, for
24 example. So it's a Citi prefix family of
25 marks.

1 MO MR. SWYERS: Just -- I'll renew my
2 objection and motion to strike providing
3 if it is entered as expert testimony.

4 Q. Putting aside what you just
5 referred to as Citi prefix marks or marks that
6 have Citi, C-I-T-I, in them, are there other
7 marks that Citibank -- I'm sorry -- Citigroup
8 uses?

9 A. By other marks, other names aside
10 from --

11 Q. Citi. Other than C-I-T-I marks.

12 A. Predominantly, the vast majority
13 of names that we go to the market with use
14 Citi in the name.

15 Q. Is the Citi master brand mark well
16 known in the United States?

17 A. It is.

18 Q. And what is the basis of your
19 saying that?

20 A. We do research year after year.
21 We -- I understand we have another individual
22 coming in to specifically cite some of the
23 research findings. However, we do track the
24 brand health on a regular basis annually, and
25 brand awareness is one of the measures that we

1 do look at.

2 Q. And are there other factors that
3 show that the mark is extremely well known?

4 MR. SWYERS: Objection as to form.
5 Also, I'll object as to any testimony
6 that goes beyond the year 1995 because
7 that was the only brand awareness that
8 it limit to what was produced in
9 discovery. So anything that
10 testifies -- the witness is going to
11 testify to after 1995 that's not
12 produced in discovery and therefore
13 should be stricken.

14 MR. PLEVAN: I'm sorry. Are you
15 saying anything after 1995?

16 MR. SWYERS: Any testimony after
17 1995 was not produced. The last brand
18 study we have was 1995. That's all that
19 was produced.

20 MR. PLEVAN: Well, that's not
21 true. We produced --

22 MR. SWYERS: 13,500 documents. We
23 had three brand studies. The last one
24 was 1995. I have it for you right here.

25 MR. PLEVAN: I know which one

1 you're talking about. But we
2 produced...

3 MR. SWYERS: I apologize. There
4 was one in June 2008. So it go to June
5 2008. But the only ones that we have
6 are 1990, 1995, and June 2008.

7 MR. PLEVAN: Well, that's not true
8 either. But we -- there's no point in
9 quibbling over what was in those 13,000
10 pages with this witness. You put
11 your --

12 MR. SWYERS: I have to state my
13 objection.

14 MR. PLEVAN: Yes.

15 MO MR. SWYERS: And then I'll renew
16 motion to strike if she goes beyond
17 those data points.

18 MR. PLEVAN: So your present
19 position is that she can't testify about
20 anything after 2008.

21 MR. SWYERS: Pretty much anything
22 that was not referenced in 2000 --
23 excuse me -- 1990, 1995, or 2008 if it
24 wasn't produced. In essence, if you
25 want to have discussion on the record

1 I'll be happy to. Basically, we had
2 interrogatories that said we'll refer to
3 those in produced documents. We never
4 actually had any answers in the
5 interrogatories in regard to brand
6 awareness or otherwise. When you refer
7 to our request for production of
8 documents. And when you produced the
9 documents this is what we have produced.
10 We'll rely on what you all did actually
11 produce and I'm confident that you will
12 go back and try to find what you can to
13 support your witness's testimony. But
14 to the extent it wasn't produced, my
15 objection of the witness is now
16 preserved.

17 BY MR. PLEVAN:

18 Q. Ms. Villanueva, in terms of the
19 strength or how well known the master brand
20 is, I'll ask you to focus on the period since
21 you've been at Citigroup over the last 11
22 years.

23 A. Um-hum.

24 Q. What are the factors that lead to
25 the brand strength of the master brand,

1 C-I-T-I?

2 A. I'm sorry. Just to clarify, are
3 you asking for the measures by which we
4 determine or what are the things that go into
5 it?

6 Q. No. What leads the brand to be
7 well known among the American public?

8 A. The fact that we have a very
9 consistent presentation of the name as well as
10 the trade dress which is to say of the brand,
11 so there is a very consistent presentation in
12 the branch in the public eye. We do a
13 significant amount of advertising both above
14 the line as well as below the line. So the
15 presence on the street is consistent and
16 readily attributable to the brand. We
17 consider the brand to be iconic from the basis
18 of having done a variety of health check
19 measures in my tenure here at Citi, and we
20 look -- we do look at total brand awareness
21 and it is quite high. And if it's -- if you
22 aid people and you ask them about the brand
23 within the context of financial services and
24 others, they will typically say it's usually
25 the answer is yes, I've heard of Citi.

1 MR. SWYERS: Objection, hearsay.

2 Q. Now, in terms of -- I'm going to
3 ask you about a number of C-I-T-I marks.

4 A. Um-hum.

5 Q. And ask if you could identify
6 them. First, CitiTravel.

7 Are you familiar with that mark?

8 A. I am.

9 Q. And is that currently in use in
10 Citigroup?

11 A. Yes.

12 Q. And do you know -- has it been in
13 use over the last four to five years?

14 A. Over the last four to five years,
15 yes.

16 Q. What about the mark CitiMiles,
17 what is that?

18 A. That is a credit card specifically
19 geared to travel enthusiasts that offers
20 redemption of miles based upon amount of spend
21 for air travel.

22 MR. SWYERS: If I may. I'm sorry.
23 I'm going to have to object again.
24 Sorry I keep talking so much this early
25 on. I don't believe this witness was

1 actually identified as speaking about
2 those marks. But I'll just leave that
3 objection as that and, you know,
4 basically in the pretrial disclosures I
5 don't think it was disclosed that she
6 was going to testify on these subjects.
7 So I'll move to strike anything that
8 wasn't in the pretrial disclosures for
9 this witness.

10 BY MR. PLEVAN:

11 Q. Is CitiMiles in use today?

12 A. Yes, it is.

13 Q. And has it been used during your
14 tenure at Citibank?

15 A. Yes.

16 Q. The Citi Never Sleeps.

17 A. That is a tag line that we have
18 been using since the 1980s, since the
19 introduction of the ATMs. Meant to designate
20 24-hour banking. And it's still in use today.

21 Q. Citi Cash Returns.

22 A. That is a credit card program also
23 based on spend and returns cash as a form of
24 loyalty.

25 Q. CitiBusiness.

1 A. CitiBusiness is the retail bank
2 offer that we have for small businesses
3 specifically.

4 Q. And is that currently being used
5 today?

6 A. Absolutely, yes. Globally it is.

7 Q. Yes. Has it -- for how long, to
8 your knowledge, has CitiBusiness been used?

9 A. Since before my tenure.

10 Q. CitiDirect.

11 A. CitiDirect is the on-line portal
12 that our institutional clients use to access
13 and manage their accounts and perform
14 transactions.

15 Q. How long has that been in use?

16 A. As long as I've been at Citi.

17 Q. Citi Field, two words.

18 A. Citi Field is the sponsorship that
19 we have for Mets stadium here in New York
20 City. That has been in place for the past
21 four to five years. But it is a sponsorship
22 designed to create access and entertainment
23 for our clients as well as to make our name
24 more prominent within the New York
25 metropolitan area.

1 Q. What is the relationship between
2 sponsorships and the broader group of C-I-T-I
3 marks?

4 A. The broader group of C-I-T-I marks
5 within our direct control and within our lines
6 of business are products and services that we
7 offer and we directly impact and market.
8 Sponsorships are designed for two purposes;
9 one, to have our name in a broader platform
10 beyond the products and services that we
11 market as well as to create a higher degree of
12 engagement with our clients. And so we do a
13 fair amount of activation in programs where
14 both clients and non-clients get to enjoy
15 additional benefits at the sponsorship venue.

16 Q. Can you give me an example of what
17 you mean by that.

18 A. We have Citi Tuesdays at Citi
19 Field where we have Mr. Met come out and we
20 have extra programs for kids. We also sponsor
21 the Citi Cubs in Chicago. We sponsor a number
22 of cultural activities where we offer opening
23 night tickets to our, you know, first to our
24 card holders. So it's a way of activating and
25 giving back to our clients.

1 Q. What other prominent sponsorships
2 are there that use the C-I-T-I name?

3 A. Well, you may recall this year the
4 London Olympics we sponsored here in the US.
5 So that was a fairly prominent push and we did
6 a tremendous amount of advertising related to
7 that.

8 Q. The next mark I'm going to ask you
9 about is Citi Forward, two words?

10 A. Citi Forward is a credit card that
11 is a credit card product specifically designed
12 for our youth audience.

13 Q. And is that currently in use?

14 A. It is.

15 Q. And how long has it been in use?

16 A. For five -- the past five years.

17 Q. CitiGold.

18 A. CitiGold has been in use for a
19 very long time and it is designed for our
20 affluent and emerging affluent. So, in other
21 words, those who are aspiring to get to a
22 certain threshold in their financial life. It
23 is catering to their wealth management needs.

24 Q. What about Citi ThankYou?

25 A. ThankYou is a rewards program that

1 we introduced about seven years ago designed
2 to create a more robust loyalty program and
3 redemption options for our card members. So
4 there's a variety of options that they can
5 redeem for air miles, gift cards at stores and
6 retail locations, restaurants, et cetera.

7 Q. Can an individual who was
8 redeeming points, for example, under Citi
9 ThankYou book or purchase air travel on a
10 Citigroup Web site?

11 MR. SWYERS: Objection. Wasn't
12 produced in discovery.

13 Q. Go ahead.

14 A. They can. They can book air
15 travel through redeeming of the points and
16 achieve a flight to anywhere they wish
17 depending on the airline. There's a broad
18 number of airlines they can choose from. Yes,
19 the answer is yes.

20 MO MR. SWYERS: And renew the
21 objection, motion to strike.

22 Q. What is the relationship between
23 the C-I-T-I master brand and the other C-I-T-I
24 marks and logos that are used with them?

25 A. The relationship is the Citi

1 master brand is at the top of the house. And
2 it's just a little bit technical branding
3 speak. But we do have part of the brand
4 strategy and architecture that is developed by
5 which the master brand is at the top of the
6 house, lines of business are named Citi lines
7 of business, and the products have a naming
8 protocol that follow Citi plus product name.
9 So it's -- it is the name and master brand
10 that guides the development and maintenance of
11 all the things that sit underneath.

12 Q. Are C-I-T-I marks used frequently
13 without any logo?

14 A. They can be. We typically marry
15 the two together. But they can be, yes. We
16 do a number of press releases and in regular
17 text we do use Citi without the logo.

18 Q. Are you familiar with the use of
19 the mark Citi in toll-free numbers?

20 A. Yes. We employ especially in
21 advertising where there's a direct call to
22 action, whether it's mobile/banner ads or
23 print ads. Even radio. We find that it is an
24 effective way for people to remember the phone
25 numbers so that four of the ten digits that

1 they have to remember are C-I-T-I. So there
2 are a number of different 1-800 numbers that
3 are employed depending on the product or the
4 service that the customer is calling into.

5 Q. For example, is 1-800-ASK-CITI
6 such a number?

7 A. Yes.

8 Q. And have these been in use during
9 your tenure at Citigroup?

10 A. Yes, they have.

11 Q. During the eleven years.

12 A. Yes.

13 Q. Is the C-I-T-I brand and
14 trademarks important to the business of
15 Citigroup?

16 A. Absolutely. Incredibly important.

17 Q. Take a look at Exhibit 41.

18 (Opposer's Exhibit 41, screen shot
19 of the Citigroup.com Web site, marked
20 for identification.)

21 (Document review.)

22 BY MR. PLEVAN:

23 Q. Ms. Villanueva, could you identify
24 what Exhibit 41 is.

25 A. This is a current screen shot of

1 the Citigroup.com Web site which is our
2 corporate Web site which outlines all of the
3 products and services that we have to offer
4 across our various businesses.

5 Q. And if you could -- this exhibit
6 is two pages; is that correct?

7 A. (Indicating).

8 Q. You have just one?

9 A. I just have one.

10 Q. I'm looking at the wrong one.
11 It's me, not you. It's me.

12 Do you know what that picture is,
13 by the way? What city is pictured there?

14 A. I was not part of the picture
15 selection but it appears to be Hong Kong just
16 from the port and the water and the mountains
17 in the background. It's the backdrop you see
18 when you're landing in the airport.

19 Q. And 200 Years Citi, what is that a
20 reference to?

21 A. 200 Years Citi is the
22 representation that we have been using for the
23 past year and it signifies the fact that June
24 was our 200 year anniversary in terms of the
25 entity being in business, in existence.

1 Q. And has Citigroup put significant
2 emphasis on celebrating with the public its
3 200th anniversary?

4 A. Yes, it has. There has been a
5 significant advertising push using this as the
6 platform around progress as you can see in the
7 headline on the Web site. And we had a global
8 advertising campaign which we focused in on
9 our major markets but it was global in nature.
10 And for this year, 2012, that was the focus,
11 200 years. We've also done client -- major
12 client events around the world. I believe
13 there were 30 of them around the world with
14 our major institutional clients. Not our
15 consumer clients. That would be quite large.

16 (Opposer's Exhibit 42, consumer
17 businesses information page on
18 Citigroup.com Web site, marked for
19 identification as of this date.)

20 BY MR. PLEVAN:

21 Q. If you would now look at
22 Exhibit 42 which is what I was looking at when
23 I said there were two pages.

24 A. Okay.

25 Q. Can you identify what this

1 two-page document is?

2 A. This is also from our corporate
3 site and it appears that it is the page
4 dedicated to our consumer businesses and it
5 outlines the various areas and products and
6 services that we offer for our consumer
7 clients; retail banking, cards, retail
8 services. Our commercial bank as well as our
9 mortgage products.

10 Q. Now, are you familiar with those
11 divisions in the consumer business?

12 A. Yes.

13 Q. So can you verify that the
14 categories listed here on this Web site are
15 accurate.

16 A. They are accurate.

17 (Opposer's Exhibit 63, consumer
18 portal, marked for identification.)

19 BY MR. PLEVAN:

20 Q. Let's go to Exhibit 63.
21 Can you identify what Exhibit 63
22 is.

23 A. This is our consumer portal. If
24 you go to Citibank.com or Citi.com it takes
25 you to all of the offerings available to you

1 as a consumer. So it is a subset. It's
2 essentially the transaction site for the
3 businesses that you saw in our corporate site.
4 You can log in as a customer and manage your
5 accounts. You can pay bills, et cetera, on
6 line. But also for non-customers there's the
7 ability to browse, in effect, what our
8 products and services are on the Web site.

9 Q. Now, looking at this first page,
10 do you see a theme being represented on this
11 first page?

12 A. Yes. The image of the individuals
13 walking down the port area is evocative of
14 travel and leisure which is one of the primary
15 areas that we focus on from our credit card
16 business. Many of our credit card customers
17 do focus on international travel specifically,
18 and so one of the benefits that we do offer to
19 them via ThankYou, via AAdvantage, which is
20 our partnership with American Airlines, we do
21 offer the opportunity to redeem points for air
22 travel. So much of the advertising that we do
23 and the imagery we provide revolves around
24 travel.

25 Q. Is that part of the branding

1 strategy for the consumer business?

2 A. It is. It's part of the business
3 strategy and it is manifested -- it manifests
4 itself in the way we brand.

5 (Opposer's Exhibit 564, 2011
6 Annual Report, marked for
7 identification.)

8 BY MR. PLEVAN:

9 Q. I'm going to show you NOR
10 Exhibit 564. Now, Ms. Villanueva, I'm not
11 going to ask you to read this document. It's
12 available publicly and I'll represent to you
13 that it's the 2000 and -- as it says on the
14 first page, 2011 Annual Report.

15 Do you rec -- without going
16 through the whole thing do you recognize this?

17 A. I do.

18 Q. And do you from time to time use
19 the annual report for purposes of researching
20 factual information?

21 A. Yes.

22 Q. And in your view is it accurate
23 when you have researched such information?

24 A. Yes.

25 Q. And is it a business record -- is

1 this annual report a business record of
2 Citigroup?

3 A. Yes, it is.

4 Q. And is this true for each of the
5 annual reports since you've been at Citigroup?

6 A. Yes.

7 Q. That it's a business record of the
8 company?

9 A. Yes. That's correct.

10 Q. I'm going to show you an excerpt
11 from this document so that you don't have to
12 pull your way through but I'm more than happy
13 to have you look at the page to make sure
14 we've copied this correctly.

15 So what I've handed you now is the
16 first page and page 16 of NOR Exhibit 564.
17 Are you on this page that says North America
18 Regional Consumer Banking?

19 A. I am.

20 Q. And what is that a reference to?

21 A. This is the consumer business that
22 offers consumer banking products. It's a
23 summary of the financial situation for 2011.

24 Q. Now, if you look at the last line
25 in the text at the top, it says: "In

1 addition, NA RCB..."

2 Do you see that?

3 A. Yes, I do.

4 Q. What is NA RCB?

5 A. North America Regional Consumer
6 Banking.

7 Q. And then it says "...had 22
8 million Citi-branded credit card accounts,
9 with 75.9 billion in outstanding loan
10 balances."

11 Do you see that?

12 A. Yes.

13 Q. Now, approximately how -- this
14 refers to North America. Approximately how
15 much of this would be the United States?

16 A. The vast majority. I would say
17 upwards of 90 percent.

18 Q. Looking at the information
19 immediately below that, it says in millions of
20 dollars, it says Net interest revenue.

21 Do you see that?

22 A. Yes.

23 Q. It's 10,000 which would be 10
24 billion; is that correct?

25 A. Yes.

1 Q. 10.367 billion.

2 A. (Witness nods.)

3 Q. And how much of that would be
4 related to Citi-branded business? The
5 marks -- done under the marks, C-I-T-I mark?

6 A. All of it. All of it.

7 Q. And in the next line is
8 Non-interest revenue of, I think, 3.247
9 billion?

10 A. Yes.

11 Q. And then -- so the total revenues
12 on the next line is -- the third line is
13 \$13,614,000,000; is that correct?

14 A. Correct.

15 Q. And is all of that Citi-branded
16 business?

17 A. Yes.

18 (Opposer's Exhibit 563, 2010
19 Annual Report, marked for
20 identification.)

21 BY MR. PLEVAN:

22 Q. I'm going to hand you a similar
23 excerpt from Opposer's NOR, Notice of
24 Reliance, Exhibit 563. If you would look at
25 page 34.

1 Is this the comparable page from
2 the prior year's annual report?

3 A. Yes.

4 Q. So this is from the 2010 annual
5 report.

6 A. Yes.

7 Q. Now, same question in terms of the
8 numbers reported here. What percentage,
9 approximately, would be the United States as
10 opposed to North America as a whole?

11 A. Again, 90 percent -- at least
12 90 percent.

13 Q. And in terms of the numbers
14 reported; Net interest revenue, Non-interest
15 revenue, and Total revenues, the total
16 revenues being approximately 14.7 billion, how
17 much of that is under the Citi marks?

18 A. All of it.

19 Q. Now, the next one is looking
20 backwards to the Citi Annual Report 2009.

21 Do you see page 18?

22 A. I do.

23 Q. And is this the comparable
24 information we've just discussed from the
25 other -- from the other annual reports?

1 A. Yes, it is.

2 (Opposer's Exhibit 562, 2009
3 Annual Report, marked for
4 identification.)

5 BY MR. PLEVAN:

6 Q. And again -- yes, I'm sorry.

7 Again, this is Notice of Reliance
8 Exhibit 562, the 2009 Annual Report. Same
9 question I asked you earlier.

10 Approximately how much of the
11 North American business reported here would be
12 fairly allocable to the United States?

13 A. 90 percent.

14 Q. And looking at that third line,
15 total revenues of 7.246 billion, is that
16 Citi-branded business?

17 A. Yes, it is.

18 Q. And if you look further down near
19 the -- sort of the middle of the page it says
20 Revenues by business and then it has a number
21 for Retail banking and credit branded cards.

22 Do you see that?

23 A. Citi-branded cards, yes.

24 Q. I'm sorry. Citi-branded cards.
25 The first one is about 3.9 billion, the second

1 one is 3.3 billion.

2 Do you say those numbers?

3 A. I do.

4 Q. And are those Citi-branded
5 businesses?

6 A. They are, yes.

7 Q. Same 90 percent allocation to the
8 United States.

9 A. Correct.

10 Q. I'm going to do one more which is
11 an excerpt from NOR 561 which is production
12 number 7597 and 7630.

13 Now, is this a -- we're now
14 looking at an excerpt from the 2008 Annual
15 Report.

16 The format of the information
17 appears to be different.

18 A. That's correct.

19 Q. Do you recall that there was a
20 change in format?

21 A. Yes, I do.

22 Q. And is there information here
23 again about North America and the card
24 business?

25 A. Yes, there is. First line under

1 North America.

2 Q. And how much of that would be
3 allocable to the United States as opposed to
4 North America?

5 A. Again, 90 percent.

6 Q. And is this -- are the numbers
7 reported there for North America under Global
8 Cards and Consumer Banking, are those
9 Citi-branded businesses?

10 A. Yes, they are.

11 Q. Does the interface of the branding
12 with the consumer also include ATMs and
13 branches?

14 A. Yes.

15 Q. What could you tell us about that?

16 A. We have about a thousand branches
17 within the United States centered around major
18 cities. We also have an expanded -- we have
19 separate off-site ATMs but the most
20 significant ATM network is one that we partner
21 with 7-Eleven on so the convenience stores do
22 have Citi-branded ATMs within their stores.

23 Q. Do you know approximately how many
24 there are?

25 A. Approximately 6,000.

1 Q. Across the country?

2 A. Around the -- yes.

3 Q. Is the credit card business -- I
4 think you've really sort of described this
5 already -- but is it branded with C-I-T-I
6 marks?

7 A. Yes, it is. It is branded both in
8 terms of the name of the product as well as on
9 the card plastic itself. There's prominent
10 Citi branding as well on all the advertising
11 collateral. You saw the Web sites. It is
12 also branded.

13 Q. What you mean by collateral?

14 A. Collateral meaning all of the
15 affiliated marketing materials. So brochures
16 in the branches to promote the credit cards.
17 The direct mail that we send. The
18 advertising.

19 Q. Now, would it be fair to say that
20 if a person is an adult living in the United
21 States and has an income level that would
22 qualify them for a credit card, that they're
23 likely to have received a few mailings from
24 Citibank in the last couple of years?

25 MR. SWYERS: Objection as to

1 "likely."

2 A. I can answer the total number of
3 mailings that we do and --

4 Q. Okay.

5 A. In terms of we do pretty much hit
6 everyone who is eligible to apply.

7 Q. In a typical -- I mean, we have a
8 document that indicates this?

9 A. Yes.

10 Q. Sort of a snapshot. But in
11 general, what's the level of mailing, both in
12 terms of existing customers and then
13 separately prospects in a typical year?

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16 (CONFIDENTIAL PORTIONS CONTINUE ON NEXT PAGE)

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(CONFIDENTIAL PORTIONS)

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1 Q. And has that generally been the
2 case in the 11 years you've been at
3 Citibank -- or at Citi?

4 A. Yes, it has.

5 (Opposer's Exhibit 46, Platinum
6 Select card mailer, marked for
7 identification.)

8 BY MR. PLEVAN:

9 Q. I'm going to show you what we've
10 marked as Exhibit 46.

11 Can you identify what Exhibit 46
12 is.

13 A. This is one of the mailers that I
14 just described for the Platinum Select card.
15 It appears to be a balance transfer, 0 percent
16 APR, preapproved offer for this individual.

17 The teaser rates, as we call it,
18 of 0 percent for the first twelve months is
19 typically the way we get non-customers joining
20 into the program.

21 Q. The first page shows on the left
22 side what appears to be a copy of a credit
23 card.

24 A. This is the image of the credit
25 card plastic itself, yes.

1 Q. Does that illustrate the branding
2 on that particular card?

3 A. Yes, it does.

4 Q. The C-I-T-I branding.

5 A. That is accurate.

6 (Opposer's Exhibit 49, credit card
7 carrier, marked for identification.)

8 BY MR. PLEVAN:

9 Q. Let's look at Exhibit 49.
10 Can you identify what Exhibit 49
11 is.

12 A. This is a credit card carrier. So
13 you would see where it says: "your new card,"
14 the card plastic, when you sign up for a new
15 account, would be affixed to this and this
16 would be sent in an unmarked mailer to the
17 customer. So all the basic information about
18 the new card.

19 Q. And does this illustrate the
20 branding for this type of piece?

21 A. Yes, it does.

22 Q. Do you know what the date on this
23 is?

24 A. I don't see a date on this. But
25 given that this is a more functional mailing,

1 these tend to be a bit more evergreen and less
2 promotional so we do tend to maintain the same
3 format and branding over a longer period of
4 time.

5 Q. And it refers to here to
6 Register -- on the first page "Register for an
7 account online at citicards.com."

8 Do you see that?

9 A. I'm looking.

10 Q. On the first page on the left-hand
11 side.

12 A. Oh, yes. Right under -- yeah.

13 Q. Is that a -- is citicards.com in
14 use today?

15 A. It is.

16 (Opposer's Exhibit 43, ThankYou
17 rewards card information from consumer
18 Web site, Citi.com, marked for
19 identification.)

20 BY MR. PLEVAN:

21 Q. I'm going to show you what we
22 marked as Exhibit 43.

23 Can you identify what Exhibit 43
24 is.

25 A. This again is from our consumer

1 Web site, Citi.com, and it appears to be on
2 the page that shows our credit card -- not all
3 of them. Specifically the ThankYou rewards
4 card which, again, is linked to our ThankYou
5 loyalty points program.

6 (Opposer's Exhibit 44, selection
7 of all Citi credit cards offered from
8 consumer Web site, Citi.com, marked for
9 identification.)

10 BY MR. PLEVAN:

11 Q. Let me show you what we've marked
12 as Exhibit 44.

13 Can you tell us what Exhibit 44
14 is.

15 A. This is from our consumer site.
16 It is a view so the user would have selected
17 Credit Cards in the navigation bar above.
18 This is a selection of all the cards that we
19 have to offer. There is an opportunity, as
20 you can see on the top portion of the page, to
21 filter whether you want travel rewards or low
22 interest rates or if you want it for a student
23 or for your business. So there are a variety
24 of cards to select from.

25 Q. I'm sorry. Where are you pointing

1 out when you said --

2 A. The card filter?

3 Q. This is on the first page to the
4 left?

5 A. It's about a third of the way from
6 the bottom.

7 Q. Oh, in the middle where it says
8 Card Filter.

9 A. Card Filter, yes.

10 Q. Okay. And what is -- and what,
11 then, does this allow a consumer coming on the
12 Web site to do?

13 A. So a non-customer coming onto the
14 site and browsing Credit Cards would be able
15 to specify based on their need state who they
16 are, what they're looking for in terms of
17 financial options, and also the rewards that
18 they're looking for. So, cash back, travel,
19 ThankYou. So it would allow the card products
20 that suit them to be filtered according to
21 their need.

22 Q. So would I be interpreting this
23 correctly if I understood you would check one
24 in each column?

25 A. That's correct.

1 Q. The first column saying: "I am
2 looking for," the second one saying:
3 "Financial options," and the third column:
4 "Desired rewards."

5 A. Correct.

6 Q. And it's under the third column
7 that you have a choice of four different
8 reward program mixes; is that a fair way to
9 say it?

10 A. Yes.

11 Q. One of which is travel rewards?

12 A. Correct.

13 Q. Turning through this page, can you
14 look at the names of the various card
15 offerings so you're in a position to tell us
16 whether these are -- these are accurate, the
17 Web site is accurate in terms of the cards
18 that it identifies by name.

19 (Document review.)

20 A. Yes. It is accurate.

21 Q. Does each one have at least one
22 C-I-T-I reference in the name of the card?

23 A. Yes.

24 Q. Now, what about if you go to the
25 last page there's this AT&T.

1 Do you know what that is, it
2 doesn't appear to have at least in the listing
3 name C-I-T-I.

4 A. This is a savings card that allows
5 to you accrue savings based on your spending
6 pattern. This is issued -- it's primarily
7 branded AT&T but if you look at the marketing
8 materials and the letter that it comes from,
9 it is clearly issued by Citi. So the reverse
10 of the card will have the Citi logo as well.

11 Q. Now, are you generally -- I take
12 it you are -- well, let me withdraw that.

13 Are you familiar with the basic
14 advertising campaigns that are used each year
15 by Citigroup?

16 A. Yes, I am.

17 Q. As part of your responsibilities
18 in the branding field?

19 A. That's correct.

20 Q. Do you have a general
21 understanding as to how much is spent -- and
22 I'm talking in recent years, let's say the
23 last four to five years -- how much is spent
24 each year on Citi-branded advertising in the
25 United States?

1 A. In the United States, Citi-branded
2 advertising and we're talking about above the
3 line as well as below the line.

4 Q. Well --

5 A. All marketing.

6 Q. Before you -- because I want to
7 designate this information trade secret so
8 before you mention a number let's get our
9 terms right.

10 So what do you mean "above the
11 line" and what do you mean "below the line"?

12 A. Above the line meaning television
13 advertising, mass media, print advertising in
14 major newspapers, major print publications.
15 Below the line meaning direct mail such as you
16 saw, in-branch merchandising. So that's the
17 distinction, broadly speaking.

18 Q. I see. Well, taking both of those
19 including advertising and marketing --

20 A. Um-hum.

21 Q. -- do you know generally how much
22 is spent each year over the last four to five
23 years?

24 A. Yes, generally.

25 (CONFIDENTIAL PORTIONS CONTINUE ON NEXT PAGE)

(CONFIDENTIAL PORTIONS)

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1 Q. How long -- do you know how long
2 that JFK terminal and the Citi presentation
3 has been there?

4 A. I don't know the exact dates but I
5 do know it's been in place for about 18
6 months.

7 Q. I'd like to -- you to take a look
8 at photo boards or story boards.

9 Are you familiar with the concept
10 of a photo board or a story board?

11 A. Yes.

12 Q. And what is it?

13 A. It is a documentation of typically
14 what is a video or a commercial advertising
15 that runs on television and a third-party
16 company typically captures stock images to
17 record the basic message of the advertising.

18 Q. And are they -- are these photo
19 boards routinely used in your field?

20 A. Yes. When we are looking at
21 competitive advertising, when we're looking at
22 best in class advertising outside the
23 category, we typically request those photo
24 boards to get a sense of what's out there.
25 And then typically we respond with, you know,

1 we would like reels of specific -- a subset of
2 the photo boards that we look up that are of
3 interest. So for research and competitive
4 intelligence purposes.

5 Q. So from your point of view you're
6 looking at your competitors' photos -- photo
7 boards?

8 A. Typically, yes.

9 Q. And, to your knowledge,
10 competitors are looking at yours?

11 A. Yes.

12 (Opposer's Exhibits 150 through
13 166, series of photo boards of Citi
14 advertisement, marked for
15 identification.)

16 BY MR. PLEVAN:

17 Q. Now, we have marked as Opposer
18 Exhibits 150 to 166, a series of photo boards.

19 And, now, Ms. Villanueva, prior to
20 today's deposition have you had a chance to
21 look at these photo boards, prior to this
22 morning?

23 A. Yes.

24 Q. So I'm going to -- after Mr.
25 Linnoila has pulled them all out into a set

1 I'm going to ask you to please look at all of
2 them -- I'll tell you what. Let's take a
3 break and then we'll come back after we've put
4 it together.

5 (Recess taken.)

6 BY MR. PLEVAN:

7 Q. Back on the record.

8 Ms. Villanueva, do you now have
9 Opposer Exhibit 50 through Opposer -- I'm
10 sorry -- 150 --

11 MR. SWYERS: Can we go off the
12 record for one second?

13 MR. PLEVAN: Yeah.

14 (Discussion held off the record.)

15 Q. Back on the record.

16 Do you have Opposer Exhibits 155
17 through 166?

18 A. Yes.

19 Q. And is each one of these a photo
20 board of a Citibank or Citi advertisement,
21 television advertisement?

22 A. Yes. They're all Citi, yes.

23 Q. And what is Competitrack? The
24 name that's in the upper left-hand corner.

25 A. Competitrack is the third-party

1 vendor that we typically see who provides
2 photo boards and reels of advertising. So --

3 Q. To you or to the public and the
4 industry in general?

5 A. To the industry. Outside the
6 category as well. This is typically the
7 source for getting access to material that you
8 yourself did not produce and you want to see
9 what was aired.

10 Q. If you would -- I'm just going to
11 ask you to look at a few of these. If you
12 could look at Opposer Exhibit 156. This one
13 indicates it was from June of 2006.

14 Does this have a travel theme?

15 A. This is a television commercial
16 for our American AAdvantage co-brand credit
17 card. And it does have a travel theme because
18 the partner is American Airlines and it is for
19 air travel. And it's advertising for
20 companion ticket as well as the lure of going
21 on vacation.

22 Q. If you would look at Exhibit 158.

23 Do you recall this commercial from
24 2007 that dealt with a -- I think it was a man
25 and his son or a son and his father going to

1 Scandinavia?

2 A. Norway.

3 Q. Norway. And there was a -- what
4 was the punch line?

5 A. That they're actually Swedish. So
6 this was a birthday present from the son to
7 the father to take him back to his roots, and
8 they discovered in the hall of records that
9 they are actually Swedish. And this is a
10 Citi-branded card, no co-brand partner but,
11 again, it has the travel theme.

12 Q. Now, the travel theme is related
13 to points or what is the -- how does this
14 relate to the credit card business?

15 A. It's two-fold. One, which is that
16 you can redeem points in order to earn travel
17 for free. And the second piece is that it's
18 accepted widely and you can use it in your
19 travels, the credit card itself, for
20 purchases.

21 Q. Okay. If you would look at
22 Opposer Exhibit 160.

23 A. (Witness complies.)

24 Q. Is this another -- is this photo
25 board another television commercial promoting

1 a Citi product that was related to travel?

2 A. Yes.

3 Q. And what's the card here -- or
4 what's the service here?

5 A. This -- it's a credit card
6 service. It is not related to miles
7 necessarily but the things that you can do
8 with your card.

9 Q. In traveling.

10 A. In traveling, correct. And you
11 can see the theme at the bottom, "What's your
12 story, we'll help you write it."

13 So it's an enabler. The card is a
14 product that is an enabler for customers,
15 whether they want to travel or go out to
16 restaurants, purchase gifts.

17 Q. I think I asked you before about
18 Citi Never Sleeps, if you look at the last
19 frame.

20 A. Yes.

21 Q. Is that the slogan you referred to
22 earlier?

23 A. Yes, it is. It is the tag line.

24 Q. Tag line in this commercial?

25 A. Yes. Yes.

1 Q. All right. If you would look now
2 at Opposer Exhibit 163. We're now in 2012.

3 Do you recall this particular
4 commercial or one similar to that that ran in
5 2012?

6 A. Yes.

7 Q. And what was the theme of this?

8 A. The theme is that -- you know,
9 basically redeeming your points to go on the
10 vacation of your dreams; that you can use any
11 airline points for travel, and there are no --
12 unlike other rewards programs no black out
13 dates. So this one's aspirations were quite
14 extreme.

15 Q. What was the -- do you remember
16 what the woman in this commercial actually
17 does? Is shown doing?

18 A. She's climbing a mountain.
19 Climbing rocks.

20 Q. Did this commercial generate
21 publicity?

22 A. Oh, tremendous. There were a lot
23 of inbound calls commenting on this primarily
24 to ask if she was really on top of the
25 mountain. If it was not a set. And it was

1 shot on location so she was actually climbing
2 what she appears to be climbing which we know
3 is not always true when these things are shot.

4 Q. You talked about aspirational. Is
5 that part of the branding theme related to
6 travel?

7 A. Yes, it is.

8 Q. Could you explain that?

9 A. They -- so the points allow
10 individuals who may not be able to afford
11 travel by paying for the tickets outright. It
12 allows them to have the flexibility to either
13 upgrade or purchase the tickets to go on
14 vacations that they might not ordinarily be
15 able to go on as quickly as they would like to
16 go on. So it helps enable them and add an
17 extra boost, let's just say.

18 Q. Now, going to Opposer Exhibit 164.
19 Do you recall this television
20 commercial? It's also from this year.

21 A. Yes. Our team actually produced
22 this.

23 Q. I'm sorry.

24 A. Our team produced it. The Global
25 Branding team. This is corporate level

1 advertising specifically geared to our
2 bicentennial year. This is a global ad
3 campaign that targeted about 300 million
4 people around the world and we worked with our
5 priority markets, both on the emerging and
6 established market side to customize it in
7 local language and with local stories. And
8 essentially it is a variety of vignettes
9 around how Citi has been involved in major
10 eras within the past 200 years, within the US
11 as well as abroad. So things like the Panama
12 Canal, the Marshall Plan, the building of
13 the -- the laying down of the Transatlantic
14 Cable, ATM. And we've augmented it with local
15 stories that are relevant to each country.

16 Q. Now, was this type of advertising
17 in the United States national advertising?

18 A. It is.

19 Q. Does Citibank -- Citigroup, I'm
20 sorry -- does Citigroup advertise its Citi
21 brand nationally in the United States?

22 A. Yes.

23 Q. Now, the footprint of the bank is
24 not nationwide, correct?

25 A. From a retail Perspective Credit

1 cards are the full penetration across the US.
2 So it's unlike our retail bank physical
3 locations which are centered around major
4 cities, the credit card business is throughout
5 the US.

6 Q. Is that why you advertise
7 nationally?

8 A. That's correct, yes.

9 Q. And if you would go to Exhibit
10 1 -- Opposer Exhibit 166, the last one in the
11 group.

12 A. Yes.

13 Q. What is this? This, again, is a
14 2000 -- indicated as 2012 commercial?

15 A. Yes. This would have been a TV
16 commercial that ran over the summer in 2012.
17 And it is related to the Olympics which we
18 sponsored, the Olympics in London. And this
19 is for our ThankYou card which permitted this
20 couple to, in addition to other extreme sport
21 pursuits to be able to participate in the
22 Olympics in person, to take a trip over to
23 London and see it firsthand.

24 Q. Was this advertising done -- was
25 this national advertising as well?

1 A. Yes. Yes.

2 Q. I'm going to hand you what we have
3 premarked as Opposer's 150 to 153.

4 Now, Ms. Villanueva, again, did
5 you have a chance to review these in advance
6 of today?

7 A. Yes.

8 Q. And are these photo boards
9 indicating local market television
10 advertising?

11 A. Yes.

12 Q. And what is the product or service
13 that's advertised in these four photo boards?

14 A. These are banking products,
15 checking accounts for the NRI population. The
16 non-resident Indian population.

17 Q. Now, you understand we have
18 another witness who's going to testify
19 about -- who works in that business.

20 A. Yes.

21 Q. Who will testify about that
22 business.

23 A. Yes.

24 Q. Does Citibank -- let me withdraw
25 that. I keep saying it.

1 Does Citi or Citigroup receive
2 unsolicited publicity?

3 A. Yes, it does.

4 Q. And do you, as part of branding
5 strategy, track in a general way the publicity
6 that Citigroup receives?

7 A. Yes, we do. We are partnered with
8 our corporate communication and public affairs
9 team and we work extremely closely with them
10 to try to track and manage the degree to which
11 we get publicity.

12 Q. And is it fair to say that the
13 publicity during the eleven years you've been
14 at Citigroup is widespread in terms of
15 unsolicited publicity?

16 A. Yes.

17 Q. And is this publicity first in I
18 guess you'd call consumer such as the New York
19 Times and newspapers and magazines?

20 A. Yes. It covers a wide variety of
21 channels. There's newspapers such as, you
22 know, more broad based newspapers as well as
23 financial -- the Financial Times, Wall Street
24 Journal which are specific to the finance
25 industry. We also do get a fair amount of

1 activity in social media.

2 Q. And when you are tracking this
3 sort of publicity how is the entity referred
4 to?

5 A. Citi.

6 Q. And is it sometimes referred to as
7 Citibank?

8 A. Sometimes when the news
9 organization is referring to the consumer
10 business they tend to refer to it as Citibank
11 because of the bank branches, yes.

12 But Citi is usually the first
13 mention. Sometimes Citigroup when they're
14 mentioning it as a corporate entity. But Citi
15 is the primary.

16 Q. And in your experience when a
17 newspaper refers -- or a newspaper or
18 magazine, other media, refer to Citi, what are
19 they referring to? And when they refer to
20 C-I-T-I, not C-I-T-Y but C-I-T-I, what are
21 they referring to?

22 A. They're referring to the entire
23 enterprise, the organization Citigroup, Inc.

24 (Opposer's Exhibit 103, 2007 list
25 of Citi direct mail, marked for

1 identification.)

2 BY MR. PLEVAN:

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4 (CONFIDENTIAL PORTIONS CONTINUE ON NEXT PAGE)

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1 MR. PLEVAN: The information that
2 Ms. Villanueva just testified to we'll
3 designate as trade secret commercially
4 sensitive as in accordance with the
5 document that's marked that way.

6 Q. Are these mailings nationwide?

7 A. Yes.

8 (Opposer's Exhibit 104, Citibank
9 Online presentation page tracking key
10 metrics, marked for identification.)

11 BY MR. PLEVAN:

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14 (CONFIDENTIAL PORTIONS CONTINUE ON NEXT PAGE)

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1 (Opposer's Exhibit 45, home page
2 for CitiDirect Online banking, marked
3 for identification.)

4 BY MR. PLEVAN:

5 Q. Let me hand you what we've
6 premarked as Opposer's Exhibit 45 which is
7 production number 10597.

8 Can you identify what this is?

9 A. This is the portal, the home page
10 for CitiDirect Online banking. This would be
11 the transaction site for our clients on the
12 institutional side. They would be able to
13 manage their accounts by signing into this
14 portal.

15 Q. What is the general rate of
16 transactions that retail banking customers do
17 on-line as opposed to physically being at a
18 branch?

19 A. I don't know. I don't know.

20 Q. Did there come a time that you
21 became familiar with an entity known as
22 CitiAir?

23 A. Yes.

24 Q. And how did you learn about that?

25 A. Through the trademark lawyers I

1 was made aware of the fact that there's an
2 existence of a Web site, and that URL was
3 shared with me.

4 Q. Have you had a chance to review
5 the Web sites?

6 A. Yes.

7 Q. Is the CitiAir business and
8 trademark use of a concern to you?

9 A. Yes, it is.

10 Q. From a branding perspective?

11 A. From a branding perspective.

12 Q. Why?

13 A. Well, it employs the use of the
14 Citi name which, as I cited earlier, we use
15 quite heavily cited in text as well as in our
16 domain naming as well as in 800 numbers. It's
17 essentially the family of marks that we use to
18 identify our products and services as well as
19 our businesses, and so there is potential for
20 confusing it for one of ours.

21 Q. Now, does the fact that the mark
22 has "air" in it, does that in any way in your
23 view stop consumer confusion?

24 A. Not necessarily. I mean, we use
25 any number of descriptive terms as part of our

1 naming policy that we add to the Citi name and
2 so it is conceivable. We have CitiTravel, we
3 have CitiMiles as part of our offer to
4 existing customers that we do have an offer
5 that is specific to airlines. As I mentioned,
6 we have aspiring customers who want to travel,
7 they're worldly people with a global mindset
8 and they do have an affinity for travel.

9 Q. What about the use of an airplane
10 logo by CitiAir, or the outline of an
11 airplane?

12 A. What is the question again?

13 Q. Well, so, I think if you look at a
14 CitiAir mark there's an outline of an
15 airplane.

16 A. Yes.

17 Q. Has Citigroup ever used the
18 outline of an airplane as part of marketing?

19 A. Yes, we have. We've used it in
20 various formats so the CitiMiles card that was
21 cited earlier, we used that as an identifier
22 on the credit card itself, as part of the
23 products.

24 We've also used airline imagery in
25 our marketing materials to indicate --

1 obviously if we're marketing the idea of
2 traveling on an airplane we do use the
3 airplane both in terms of illustration as well
4 as photographic image.

5 (Opposer's Exhibit 188, brochure
6 of CitiMiles card, marked for
7 identification.)

8 BY MR. PLEVAN:

9 Q. I think we used this yesterday but
10 let me show you Opposer Exhibit 188.

11 Can you identify this document?

12 A. Yes. This is a piece of
13 collateral. Appears to be a brochure for the
14 CitiMiles card.

15 Q. The CitiMiles card is the card
16 with the airplane actually in the card itself.

17 A. That's correct.

18 Q. Is that illustrated here?

19 A. It is, yes. The likeness of it is
20 on the fourth page. You see the logo with the
21 credit card. As well as on the second page
22 you can see right underneath the Citibank logo
23 the CitiMiles logo with the airplane
24 silhouetted against the M in miles.

25 Q. And on the first page you'll see

1 the -- on the right-hand side --

2 A. Yes.

3 Q. -- as well. That's the card and
4 there's an airplane both in the M and also on
5 the other side.

6 A. Correct.

7 Q. Now, does it stop confusion
8 because CitiAir is in the travel business
9 only?

10 MR. SWYERS: Objection, again,
11 that would go to an ultimate opinion.
12 When you're talking about likelihood of
13 confusion you're asking the witness to
14 opine as to an ultimate issue. I'll
15 move to strike anything she opines on
16 this.

17 Q. Do you understand the question?

18 A. Can you repeat it, please?

19 Q. Yeah. So if CitiAir's position
20 was, Well there's not going to be any
21 confusion, we're only in the travel business,
22 in your view does that eliminate the
23 likelihood that there would be confusion among
24 consumers?

25 A. No. I think the confusion would

1 still remain given that a core part of our
2 proposition, our value proposition to our
3 customers is the possibility of travel,
4 specifically air travel. We have a number of
5 card products that offer the ability to fly
6 based on the frequency of use of the card.
7 And there's an environment and experience that
8 we build around that core proposition.

9 So we have travel magazines, we
10 have travel concierge to book your flights, as
11 well as being able to earn the miles to fly on
12 the trip itself.

13 MO MR. SWYERS: Objection and motion
14 to strike as to travel concierge is not
15 provided in discovery.

16 Q. Now, it appears at present that
17 the CitiAir business is principally conducted
18 through a Web site and toll-free phone
19 numbers.

20 In your view would that eliminate
21 the likelihood of confusion?

22 MR. SWYERS: Well, objection as to
23 characterization of the business.
24 There's nothing of record that would
25 indicate that.

1 Q. Do you understand the question?

2 A. I do. I do.

3 Q. What's your response?

4 A. I think the nature of the business
5 being on-line and by phone does not limit the
6 possibility of confusion because we do offer
7 quite a number of services. We do have 800
8 numbers. A lot of our customers do interact
9 by phone and on-line and, you know, it's not
10 just -- not necessarily just a branch
11 business.

12 Q. Is the -- is your on-line Web site
13 presence a key part of the business strategy?

14 A. Absolutely, yes.

15 Q. Now, it also appears at present
16 that the principal target for CitiAir is the
17 South Asian population in the United States.

18 Does that in your view eliminate
19 the possibility -- the likelihood that there
20 would be confusion?

21 MR. SWYERS: Objection as to form.

22 Q. Do you understand the question?

23 A. I do. I do.

24 Q. And what is your response?

25 A. It does not eliminate the

1 likelihood of confusion. We do have a
2 significant business in Asia. We do target a
3 number of -- you know, we have a non-resident
4 Indian business which obviously will be spoken
5 to by my colleague. But we do target a number
6 of Asian populations within the US using our
7 brand. So I don't think it would eliminate
8 it.

9 Q. And --

10 MO MR. SWYERS: Renewed objection as
11 to form. Motion to strike as to form
12 and expert testimony.

13 Q. Is it fair to say that in terms of
14 your -- Citigroup's normal business; retail
15 banking, credit cards, as well, that
16 individuals who live in the United States from
17 South Asia are as welcome as anybody else?

18 A. Correct.

19 MR. PLEVAN: All right. I'll move
20 into evidence all of the exhibits
21 referred to in the testimony of Ms.
22 Villanueva.

23 (All exhibits marked for
24 identification are moved into evidence
25 as of this date.)

1 MR. SWYERS: I have no objection
2 as to any.

3 MR. PLEVAN: And let's take a
4 short break. I'll look over my notes.
5 I think I'm done. We'll take a short
6 break and I'll look at my notes. Off
7 the record.

8 (Recess taken.)

9 MR. PLEVAN: On the record. No
10 further questions.

11 MR. SWYERS: That was fast.

12 CROSS-EXAMINATION

13 BY MR. SWYERS:

14 Q. Hello again.

15 A. Hello.

16 Q. Matthew Swyers for CitiAir.

17 According to the annual reports
18 that have been produced and specifically the
19 2008 Annual Report which I believe is marked
20 as NOR Exhibit 56 -- nope, one second. I
21 apologize. The 2009 Annual Report which is
22 marked as NOR Exhibit 562, Citigroup had
23 23.1 million Citibank branded credit card
24 accounts.

25 Would you agree?

1 A. Citi-branded, not Citibank
2 branded.

3 Q. Sorry. Citi-branded.
4 By 2011, referring to NOR
5 Exhibit 564 -- the front looks like this
6 (indicating) --

7 A. Yes.

8 Q. Thank you.
9 -- the number had dropped to 22
10 million Citi-branded credit card accounts.

11 A. Correct.

12 Q. A drop in 1.1 million Citi-branded
13 credit card accounts, correct?

14 A. Correct.

15 Q. Did this drop cause concern in the
16 branding department?

17 A. In the branding department I would
18 say less so than in the card's business
19 itself. And I believe, and I'm not as close
20 to it as the folks in the business, but this
21 was in part due to a deliberate move on the
22 part of the organization to really tighten the
23 controls around ensuring that more highly
24 qualified individuals with the proper FICO
25 scores were brought on board as card holders.

1 So being much more selective in
2 who we gave credit to, essentially.

3 Q. And this was -- these were during
4 the years, I guess, we're coming through
5 the -- what is now known as the financial
6 crisis so it would make sense.

7 A. Yes.

8 Q. All right. As of 2011 and the
9 annual report again you reported 22 million
10 Citi-branded credit card accounts.

11 Do you know how many credit card
12 holders there were?

13 A. No, I don't.

14 Q. Do you know how many credit cards
15 were issued for each of these multiple credit
16 cards that Citi provides?

17 A. I'm sorry. Could you rephrase the
18 question?

19 Q. Of course.

20 Of the 22 million --

21 A. Yes.

22 Q. -- we've spoken about many
23 different types of credit cards that are
24 Citi-branded credit card accounts.

25 A. Um-hum.

1 Q. Can you tell me today how many
2 were issued for each of those accounts out of
3 this 22 million.

4 A. So let me rephrase the question
5 just to make sure that I understand.

6 Q. Please.

7 A. Are you asking of the 22 million
8 Citi-branded credit card accounts, the
9 distribution of each of the card products
10 within that, so the number by product of
11 accounts.

12 Q. Yes.

13 A. Is that your question?
14 I do not know.

15 Q. Thank you. Much more eloquently
16 stated than I could have done.

17 The next couple of questions I'd
18 like to designate as trade secret in advance
19 of counsel I'm sure saying that.

20

21 (CONFIDENTIAL PORTIONS CONTINUE ON NEXT PAGE)

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(CONFIDENTIAL PORTIONS)

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1 MR. SWYERS: Could we go off the
2 record for one moment.

3 (Discussion held off the record.)

4 BY MR. SWYERS:

5 Q. Back on. Just a few more. And
6 I'm sorry. You probably already mentioned
7 this. How long have you been with Citigroup
8 total?

9 A. Ten years. It will be eleven
10 years on November 1st.

11 Q. Thank you. Can you sitting here
12 today -- my client, CitiAir, has applied for,
13 you know, a trademark.

14 Could you actually describe it for
15 us, please?

16 A. What would the "it" be?

17 Q. What does it look like? It's a
18 logo.

19 A. The CitiAir logo?

20 Q. Yes, ma'am.

21 A. It is an airplane that appears to
22 be taking off into the clouds. My
23 recollection is that it's predominantly blue.

24 Q. With the word CitiAir.

25 A. With the word CitiAir as one word

1 as opposed to two.

2 Q. To clarify, from a branding
3 perspective, Citigroup does not believe that
4 it has the exclusive rights to use the image
5 of an airplane in its advertising material,
6 correct?

7 A. We do not claim to have exclusive
8 rights. However, we do use images of
9 airplanes in a variety of forms in our
10 advertising.

11 Q. Subject to my earlier objection
12 regarding having not been produced in
13 discovery, I feel I'm obligated to still ask
14 questions even though I'll still move to
15 strike the testimony in regard to travel
16 concierge services, et cetera. But I am going
17 to ask a couple questions on that just in
18 case.

19 You mentioned that with some -- or
20 at least one of the cards there's a travel
21 concierge service; is that correct?

22 A. Correct.

23 Q. And that is provided to the card
24 holders only, correct?

25 A. Yes.

1 MR. SWYERS: I'll renew the
2 objection subject to that limited cross.
3 I have nothing further at this time.

4 REDIRECT EXAMINATION

5 BY MR. PLEVAN:

6 Q. Ms. Villanueva, if the entity
7 CitiAir was using airplanes but not C-I-T-I,
8 would you have any objection if they were
9 using, for example, Raj air, R-A -- Mr. Raj is
10 owner -- if they called themselves Raj air and
11 used airplane silhouettes, would you object to
12 that?

13 A. No. It certainly would be a
14 better situation.

15 MR. PLEVAN: Nothing further.

16 MR. SWYERS: Nothing further.

17 MR. PLEVAN: Okay. Thank you.

18 We're done.

19 (Time Noted: 11:12 a.m.)
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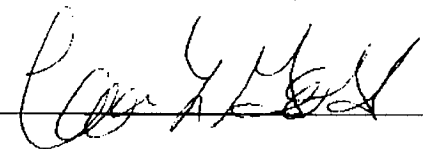
PUBLIC
Mary Ann Villanueva

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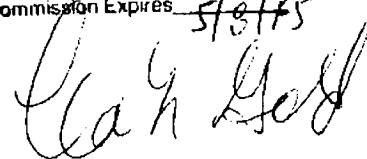
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MARY ANN VILLANUEVA

Subscribed and sworn to before me
this 21st day of December, 2012.



CARA L. GOLD
Notary Public, State of New York
No. 01GO4950841
Qualified in New York County
Commission Expires 5/8/15



1 C E R T I F I C A T E
2 STATE OF NEW YORK)
3 : ss.
4 COUNTY OF NEW YORK)

5 I, FRANCIS X. FREDERICK, a
6 Notary Public within and for the State
7 of New York, do hereby certify:
8

9 That MARY ANN VILLANUEVA the witness
10 whose deposition is hereinbefore set
11 forth, Tuesday, Oct 16, 2012 was duly
12 sworn by me at the offices of Skadden,
13 LLP, 4 Times Square, New York, New York
14 9:02 a.m. to 11:12 a.m. of that day, and
15 that such deposition is a true record of
16 the testimony given by the witness.

17 I further certify that in
18 accordance to Rule 28 of the Federal
19 Rules of Civil Procedure that I am not
20 related to any of the parties to this
21 action by blood or marriage, and that I am
22 in no way interested in the outcome of
23 this matter.

24 I further certify that counsel for the
25 adverse party, MATTHEW H. SWYERS was
26 present at this deposition.

27 IN WITNESS WHEREOF, I have
28 hereunto set my hand this 19th day of
29 December, 2012.

30 
31 FRANCIS X. FREDERICK

1 ----- I N D E X -----

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4		MR. SWYERS	76

9 ----- INFORMATION REQUESTS -----

10 DIRECTIONS: NONE
11 RULINGS: NONE
12 TO BE FURNISHED: NONE
13 REQUESTS: NONE
14 MOTIONS: 9, 11, 19, 73, 75

1	----- EXHIBITS -----		
2	OPPOSER'S	FOR ID.	IN EV.
3	Exhibit 41		
4	screen shot of the		
5	Citigroup.com Web site.....	21	75
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7	consumer businesses		
8	information page on		
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10	Exhibit 63		
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20	card mailer.....	37	75
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22	credit card carrier.....	38	75

1	----- EXHIBITS -----		
2	OPPOSER'S	FOR ID.	IN EV.
3	Exhibit 43		
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4 brochure of
5 CitiMiles card..... 71 75
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Mary Ann Villanueva

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NAME OF CASE: CITIGROUP INC. vs CITIAIR, LLC

DATE OF DEPOSITION: OCTOBER 16, 2012

NAME OF WITNESS: MARY ANN VILLANUEVA

Reason codes:

1. To clarify the record.

2. To conform to the facts.

3. To correct transcription errors.

Page _____ Line _____ Reason _____
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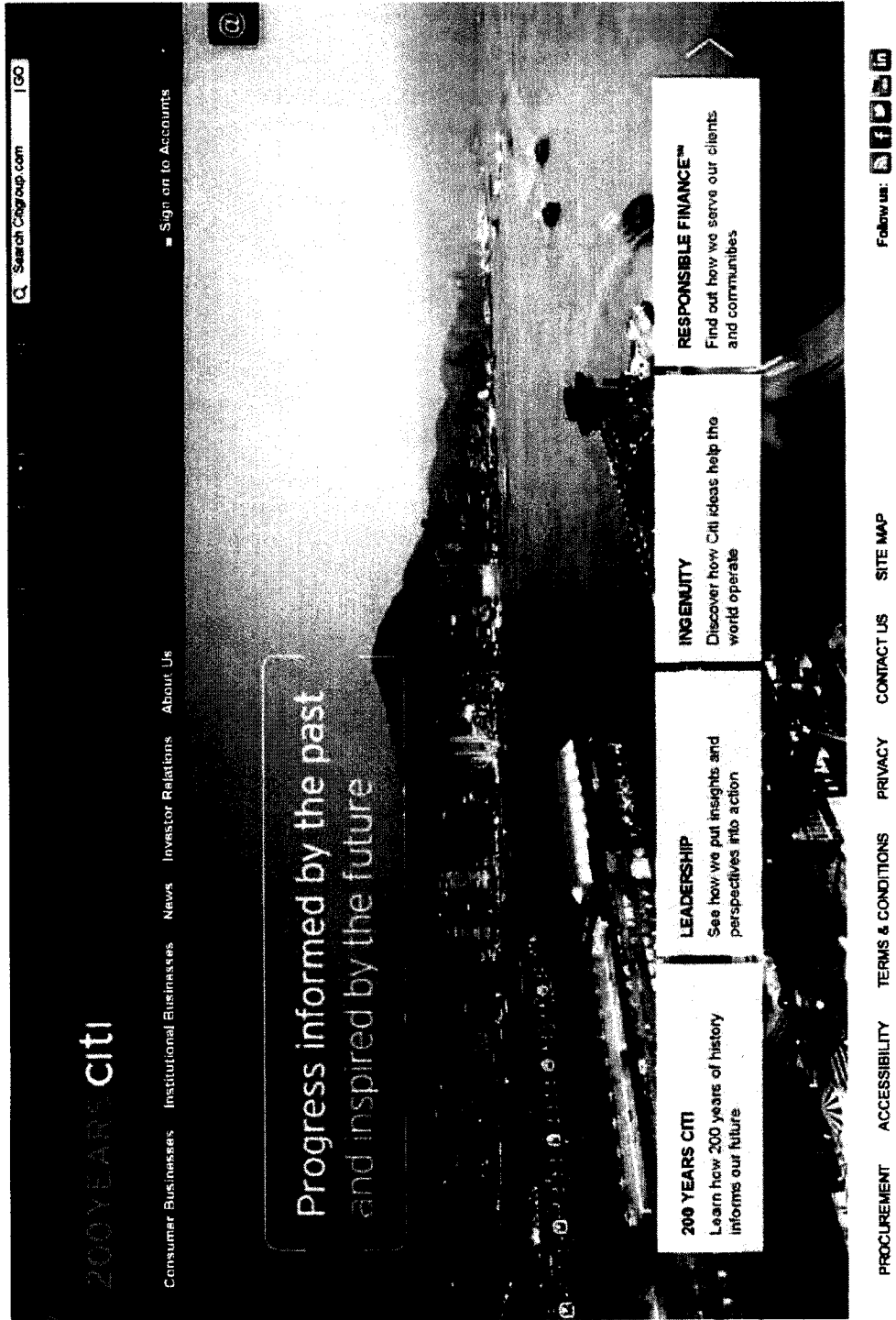
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MARY ANN VILLANUEVA



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Consumer Businesses

Proudly serving more than 100 million clients in 40 countries, Citi's Global Consumer Banking (GCB) business is among the largest retail banks in the world. Primarily known as Citibank and strategically centered in the world's top cities, GCB uses its deep footprint to deliver a consistent and enhanced client-centric banking experience. GCB accounted for nearly 40 percent of total deposits and 50 percent of total revenues within Citicorp in 2011.

GCB consists of five primary business units — Retail Banking, Citi Branded Cards, CitiMortgage, Citi Commercial Bank and Retail Services — that operate in our four key global regions: North America, Latin America, Europe, Middle East and Africa, and Asia Pacific. Operations outside the U.S. account for approximately half our total loans, deposits, revenues and net income.

Our GCB businesses are strong in some of the world's most important growth markets, from China, Malaysia, Korea and India in Asia Pacific, to Poland and Russia in Europe, to Mexico, Brazil, Colombia, Argentina and Panama in Latin America. In Mexico, Citi's Banamex franchise serves more than 20 million people and is the country's largest financial institution as measured by assets and customer-managed resources.

>> RETAIL BANKING

Primarily known as Citibank and centered in the world's top cities, Citi's Retail Banking network consists of more than 4,800 branches across the globe and holds deposits exceeding \$300 billion. Citibank offers Checking and Savings accounts, Small Business and Wealth Management among our services. In 2011, we opened state-of-the-art digitized Citi Smart Banking branches in Washington, D.C., New York, Tokyo and Busan (South Korea) and continued renovating our entire branch network. We also opened innovative sales and service centers in Moscow and St. Petersburg and Citi Express modules — 24-hour service units — in Colombia. Branch openings in three new cities in China expanded our presence in the country to 13 cities.

>> CITI BRANDED CARDS

As one of the world's largest credit card issuers, Citi Branded Cards introduced several new products in 2011, including: Citi ThankYou®, Citi Executive®/AAAdvantage® and Citi Simplicity® cards in the U.S.; Latin America partnership cards with Colombia-based airline Avianca and with Banamex and AeroMexico; and a merchant loyalty program in Europe.

The Citi News app for iPad. A rich interactive app that delivers the latest Citi News.

SIGN UP FOR ALERTS

>> CITI RETAIL SERVICES

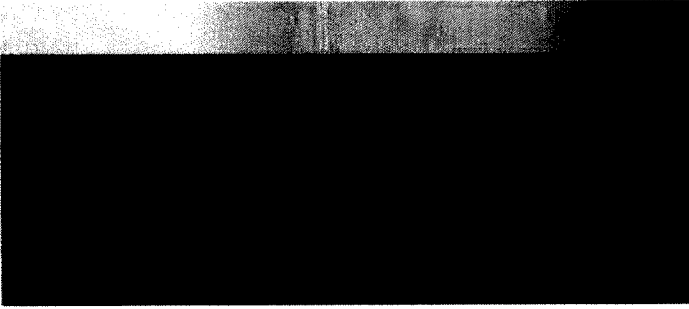
Citi Retail Services (formerly Retail Partner Cards) moved from Citi Holdings to become an integral part of GCB in 2012, after solidifying several existing partnerships and changing its name to reflect the comprehensive suite of services it offers to partners. It is one of the largest providers of consumer and commercial credit card products, services, and retail solutions in the U.S., with nearly 80 million accounts with iconic brands such as The Home Depot, Macy's, Sears, Shell, and ExxonMobil, among others.

>> CITI COMMERCIAL BANK

Citi Commercial Bank is dedicated to serving the needs of 100,000 small to medium-size companies in 32 countries. The business' global strategy is to leverage Citi's worldwide network to help our clients navigate a continually globalizing marketplace. The business grew profitably in 2011 and has improved overall client satisfaction within each region.

>> CITI MORTGAGE

U.S. mortgage originations of \$63 billion continued to show strong improvement, particularly in branch volumes and through the direct-to-consumer channel, which recently surpassed \$1 billion. Helping to keep people in their homes remained a top priority throughout 2011. Since 2007, we have helped more than one million homeowners in their efforts to avoid potential foreclosure. We launched the Road to Recovery consumer outreach and homeowner support network in the U.S. to help distressed homeowners. Globally, Citi Mortgage partnered with target markets to build a foundation for expansion in countries with high-growth opportunities.



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Every step of the way.

BAIR VISUALLY

Visualize your business.

Priority boarding and a new checked bag helped get me to paradise.*

So did the 30,000 American Airlines AAdvantage® bonus miles I earned with my Citi® Platinum Select® / AAdvantage® Visa Signature® Card.*

*Get packing

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 63

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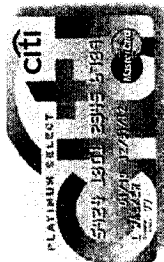
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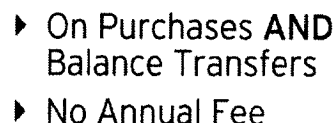
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OPP005144

Citi® Platinum Select® Pre-Approved Application Form

Please see the enclosed Citi Disclosures, which include rates, fees and other cost information.

Your name and address will appear on your account as shown below. Please mark any corrections in this area.



STEP 1. PERSONAL INFORMATION.

Social Security Number

Date of Birth

999999999999

99999

99 9 99

Home Phone No. with Area Code

Business Phone No. with Area Code

If you have entered a cell phone number, or another number that you later convert to a cell phone number, you agree that we may contact you at this number. You also agree to receive calls and messages such as, pre-recorded messages, calls and messages from automated dialing systems, or text messages. Normal cell phone charges may apply.

000

*Alimony, child support, or separate maintenance income need not be revealed if you do not wish it to be considered as a basis for repaying this obligation. Applicants under 21, please provide personal annual income.

Total Annual Household Income*

SAMPLE A. SAMPLE
PLATINUM PHASE B
MC LONG LASTING AIM CELL 03
MAIL DATE: 8/15/11

STEP 2. EMAIL ADDRESS, ADDITIONAL AUTHORIZED USER AND SECURITY WORD.

Email Address: Include full address with punctuation. Example: jdoe@citi.com If you provide an email address, we may use it to contact you about your account. We may also use your email address to send you information about products and services you might find useful.

I would like a second card at no additional cost. (Print the full name of the authorized user.)

Security Word: 10 characters or less. Use letters or numbers.
Please use one: Best friend's last name; Last 4 digits of a relative's
or friend's phone number; Pet's name; Favorite teacher's name.

Yes, I would like to protect my account by enrolling in PaymentAid. By providing my initials, I have received the PaymentAid Program Summary on the enclosed insert and I want to purchase this OPTIONAL program. Bill my account \$0.87 per \$100 of my New Balance until I cancel. If you cancel this within the first 30 days, you will not be billed.

PRINT INITIALS

STEP 3. BALANCE TRANSFER OPTION (in order of preference).

Credit Card Issuer

Account Number

Dollars

Cents

Credit Card Issuer

Account Number

Dollars

Cents

STEP 4. AUTHORIZED SIGNATURE.

Signature

Date

By signing at left, I certify that I have read the Citi Disclosures, and agree to and meet the Terms and Conditions of Offer on the reverse side.

POB11

Go to applyonline.citicards.com,
call 1-800-524-3163 or return this form by 10/30/2011.

999999999999
SOLS 2171478

OPP005145

TERMS AND CONDITIONS OF OFFER

- This offer is only valid for new accounts. You must be at least 18 years of age. If you are married, you may apply for a separate account. Citibank, N.A. ("we" or "us") is the issuer of your account. Citibank, N.A. is located in Sioux Falls, SD.
- Federal law requires us to obtain, verify, and record information that identifies each person who opens an account, in order to help the government fight the funding of terrorism and money laundering activities. To process the Application Form, we must have your name, street address, date of birth, and other identifying information, and we may ask for identifying documents from you as well.
- To process the Application Form for a new account, it must be:
 1. Accurately completed,
 2. Signed and verifiably correct, and
 3. Returned by the expiration date.
- Please send the nontransferable Application Form in the enclosed postage-paid envelope to:
Citibank New Cardmember Services
P.O. Box 6168, Sioux Falls, SD 57117-9720
- Please allow four weeks from date of mailing to process a completed Application Form.
- We may gather information about you, including from your employer, your bank, credit bureaus, and others, to verify your identity and determine your eligibility for credit, renewal of credit, and future extensions of credit. If you ask us, we will tell you whether or not we requested a credit bureau report and the names and addresses of any credit bureaus that provided us with such reports.
- To receive a Citi® Platinum Select® MasterCard®, you must meet our applicable criteria bearing on creditworthiness. Your credit limit will be determined by your yearly income or assets and a review of your credit report. You will be informed of the amount of your credit limit when you receive your card. Some limits may be as low as \$500. Please note that cash advances may be limited to a portion of your credit limit.
- Balance transfers are an account feature that we make available to you through offers. If there is an offer available at this time, the Citi Disclosures will describe the terms of that offer. All balance transfers are subject to the standard purchase APR unless a promotional rate applies.
- Please see the enclosed Additional Disclosures for important information.
- **Notice to Ohio Residents:** The Ohio laws against discrimination require that all creditors make credit equally available to all creditworthy customers, and that credit reporting agencies maintain separate credit histories on each individual upon request. The Ohio Civil Rights Commission administers compliance with this law.
- **Notice to Wisconsin Residents:** No marital property agreement, unilateral statement, or court decree adversely affects our rights, unless you give us a copy of such agreement, statement, or court order before we grant you credit, or we have actual knowledge of its terms before your account is opened.

PREScreen & OPT-OUT NOTICE: This "prescreened" offer of credit is based on information in your credit report indicating that you meet certain criteria. This offer is not guaranteed if you do not meet our criteria. If you do not want to receive prescreened offers of credit from this and other companies, call the consumer reporting agencies toll-free at 1-888-5-OPTOUT (1-888-567-8688) or write to any of the following consumer reporting agencies: Experian Information Solutions, P.O. Box 919, Allen, TX 75103; Equifax Options, P.O. Box 740123, Atlanta, GA 30374-0123; TransUnion, P.O. Box 505, Woodlyn, PA 19094-0505.

BALANCE TRANSFER INSTRUCTIONS

Just follow these simple steps to start saving money by transferring balances from your high-interest credit cards.

1. Complete the Balance Transfer Option on your Application Form. You may transfer any amount, but the total amount of your balance transfers and balance transfer fees must be less than your available credit limit. You should not transfer the amount of any disputed purchase or other charge. If you do, you may lose your dispute rights. You may not transfer balances from other accounts issued by Citibank, N.A. or its affiliates.
2. Continue to pay the other credit card issuer until we notify you in writing that we have approved the balance transfer. When we do, we pay the amount of the balance transfer directly to that issuer.
3. Keep your account in good standing. If you default under your card agreement, you may lose any promotional APR on the balance transfer. We may not approve future balance transfers either.

► 7 Citi Platinum Select Benefits

1. No annual fee
2. 0% intro APR for 12 months on purchases and transferred balances
3. Earn Extra Cash every time you use your card – use it to save on gift cards, travel, merchandise, dining and more
4. \$0 liability on unauthorized charges
5. Retail Purchase Protection and Extended Warranty on purchases*
6. Cash access at over 1 million banks and ATMs**
7. Worldwide acceptance at over 30 million MasterCard locations

You're Pre-Approved! Go to  www.applyonline.citicards.com

Act before 10/30/2011: ☎ 1-800-524-3163 ✉ Mail the Application Form

OPP005146

▼ Fold here before placing in the return envelope. ▼

*Purchase Assurance® coverage (limited to \$1,000 per incident and \$25,000 per cardmember account per year) is secondary coverage and Extended Warranty coverage duplicates the manufacturer or store warranty up to a maximum of 12 months on most items you purchase and is limited to the lesser of the amount charged to your card or \$10,000. Both benefits are underwritten by Virginia Surety Company Inc. Certain conditions, restrictions and exclusions apply. Details of coverage will be provided upon cardmembership.

**Subject to your available cash advance limit.

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MasterCard® is a registered trademark of MasterCard International Incorporated.

A-PTP0811-WM3A

OPP005147

CITI DISCLOSURES	
Interest Rates and Interest Charges	
Annual Percentage Rate (APR) for Purchases	0% introductory APR for 12 months from date of account opening. After that, your APR will be 12.99% . This APR will vary with the market based on the Prime Rate.
APR for Balance Transfers	0% introductory APR for 12 months from date of account opening when transfers are completed within 4 months from date of account opening. After that, your APR will be 12.99% . This APR will vary with the market based on the Prime Rate.
APR for Cash Advances	25.24% This APR will vary with the market based on the Prime Rate.
Penalty APR and When It Applies	Up to 29.99% , based on your creditworthiness. This APR will vary with the market based on the Prime Rate. This APR may be applied to your account if you: (1) Make a late payment or (2) Make a payment that is returned. How Long Will the Penalty APR Apply? If your APRs are increased for either of these reasons, the Penalty APR will no longer apply to existing balances on your account if you make the next six consecutive minimum payments when due. However, the Penalty APR may apply to new transactions indefinitely.
Paying Interest	Your due date is at least 23 days after the close of each billing cycle. We will not charge you any interest on purchases if you pay your entire balance by the due date each month. We will begin charging interest on cash advances and balance transfers on the transaction date.
Minimum Interest Charge	If you are charged interest, the charge will be no less than 50 cents.
For Credit Card Tips from the Federal Reserve Board	To learn more about factors to consider when applying for or using a credit card, visit the website of the Federal Reserve Board at http://www.federalreserve.gov/creditcard .

Fees	
Annual Fee	None
Transaction Fees	
• Balance Transfer	Either \$5 or 3% of the amount of each transfer, whichever is greater.
• Cash Advance	Either \$10 or 5% of the amount of each cash advance, whichever is greater.
• Foreign Purchase Transaction	3% of each purchase transaction in US dollars.
Penalty Fees	
• Late Payment	Up to \$35 .
• Returned Payment	Up to \$35 .

How We Will Calculate Your Balance: We use a method called "daily balance (including current transactions)." See the enclosed Additional Disclosures for more details.

Loss of Introductory APR: We may end your introductory APR and apply the Penalty APR if you make a late payment.

Billing Rights: Information on your rights to dispute transactions and how to exercise those rights is provided in the enclosed Additional Disclosures.

New York residents may contact the New York State Banking Department to obtain a comparative listing of credit card rates, fees and grace periods by calling 1-877-226-5697.

ADDITIONAL DISCLOSURES

These Additional Disclosures include the Citi Disclosures on the accompanying promotional offer. Keep both documents for your records. If you are approved for credit, you will receive a Card Agreement with your card.

DEFINITIONS

Account means the relationship established between you and us by the Agreement if you are approved for credit. APR means an annual percentage rate.

Card means one or more cards or other access devices that we give you to get credit under these Additional Disclosures or the Agreement. This includes account numbers.

Card Agreement (or Agreement) means the contract between you and us. It will govern the use of your card and account if you are approved for credit.

Citi means Citibank, N.A., the issuer of the account. **you, your, and yours** mean the person who applies to open the account. It also means any other person responsible for complying with these Additional Disclosures or the Agreement.

APRS

Variable APRs Based on Prime. If any APR is based on the U.S. Prime Rate ("Prime Rate"), the APR will equal the Prime Rate plus an additional amount. If the Prime Rate increases, it will cause the APR to increase. If the Prime Rate decreases, it will cause the APR to decrease. For each billing period we use the Prime Rate published in *The Wall Street Journal* two business days before the Statement Closing Date. If the Prime Rate causes an APR to change, we put the new APR into effect as of the first day of the billing period for which we calculate the APR. We apply the new APR to any existing balances, subject to any promotional rate that may apply. If *The Wall Street Journal* does not publish the Prime Rate, we will use a similar published rate.

APR for Purchases (including balance transfers after expiration of introductory APR). There is a standard purchase APR. It equals the Prime Rate plus 9.74%. As of 07/15/2011, this APR is 12.99%. This APR equals a daily periodic rate of 0.03556%.

3. You must not yet have fully paid for the purchase.

If all of the criteria above are met and you are still dissatisfied with the purchase, contact us in writing at the address for billing inquiries and correspondence shown on the front of your statement.

While we investigate, the same rules apply to the disputed amount as discussed above. After we finish our investigation, we will tell you our decision. At that point, if we think you owe an amount and you do not pay, we may report you as delinquent.

PAYMENTAIDSM PROGRAM SUMMARY

Your purchase of PaymentAid is optional and will not impact the terms of any existing credit agreement you have with Citibank or any application for credit.

There are eligibility requirements, conditions and exclusions that could prevent you from receiving benefits; a complete explanation can be found in Section 7 of the Terms and Conditions.

The cost each billing period for PaymentAid is \$0.87 per \$100 of the previous billing period's New Balance.

You can cancel by phone at anytime. If you cancel within 30 days of receiving your Terms and Conditions, you will not be billed. If we cancel your enrollment for any reason, we will provide you with at least 30 days written notice (except for cancellations based on account status).

Should you have any questions, please contact us at 1-877-588-3495.

PaymentAid is not available in MS and AL. PaymentAid is a registered service mark of Citigroup Inc. or its subsidiaries.



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Citibank, N.A.
Citi Global and Citi web: Arc Design are registered service marks of Citigroup Inc.
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After we finish our investigation, one of two things will happen:

• **If we make a mistake:** You will not have to pay the amount in question or any interest or other fees related to that amount.

• **If we do not believe there was a mistake:** You will have to pay the amount in question, along with applicable interest and fees. We will send you a statement of the amount you owe and the date payment is due. We may then report you as delinquent if you do not pay the amount we think you owe.

If you receive our explanation but still believe your bill is wrong, you must write to us within 60 days telling us that you still refuse to pay. If you do so, we cannot report you as delinquent without also reporting that you are questioning your bill. We must tell you the name of anyone to whom we reported you as delinquent, and we must let those organizations know when the matter has been settled between us.

If we do not follow all of the rules above, you do not have to pay the first \$50 of the amount you question even if your bill is correct.

Your Rights if You Are Dissatisfied With Your Credit Card Purchase

If you are dissatisfied with the goods or services that you have purchased with your credit card, and you have tried in good faith to correct the problem with the merchant, you may have the right not to pay the remaining amount due on the purchase.

To use this right, all of the following must be true:

1. The purchase must have been made in your home state or within 100 miles of your current mailing address, and the purchase price must have been more than \$50. (Note: Neither of these are necessary if your purchase was based on an advertisement we mailed to you or if we own the company that sold you the goods or services.)

2. You must have used your credit card for the purchase. Purchases made with cash advances from an ATM or with a check that accesses your credit card account do not qualify.

us at the address for billing inquiries and correspondence shown on the front of your statement.

In your letter, give us the following information:

• **Account information:** Your name and account number.

• **Dollar amount:** The dollar amount of the suspected error.

• **Description of problem:** If you think there is an error on your bill, describe what you believe is wrong and why you believe it is a mistake.

You must contact us:

• Within 60 days after the error appeared on your statement.

• At least 3 business days before an automated payment is scheduled. If you want to stop payment on the amount you think is wrong.

You must notify us of any potential errors in writing. You may call us, but if you do we are not required to investigate any potential errors and you may have to pay the amount in question.

What Will Happen After We Receive Your Letter

When we receive your letter, we must do two things:

1. Within 30 days of receiving your letter, we must tell you that we received your letter. We will also tell you if we have already corrected the error.

2. Within 90 days of receiving your letter, we must either correct the error or explain to you why we believe the bill is correct.

While we investigate whether or not there has been an error:

• We cannot try to collect the amount in question, or report you as delinquent on that amount.

• The charge in question may remain on your statement, and we may continue to charge you interest on that amount.

• While you do not have to pay the amount in question, you are responsible for the remainder of your balance.

• We can apply any unpaid amount against your credit limit.

APR for Cash Advances. There is a standard cash advance APR. It equals the Prime Rate plus 21.99%. As of 07/15/2011, this APR is 25.24%. This APR equals a daily periodic rate of 0.0692%.

Introductory APR for Purchases and Balance Transfers. There is an introductory APR. It will apply to purchases. It will also apply to balance transfers. The Citi Disclosures state the terms of the introductory offer and how long it lasts. The introductory APR is 0.00%. It equals a daily periodic rate of 0.0000%.

Penalty APR. The Penalty APR may be applied to your account if you:

- make a late payment or

- make a payment that is returned.

The Penalty APR is the Prime Rate plus up to 26.74%. As of 07/15/2011, the highest Penalty APR is 25.99%. This equals a daily periodic rate of 0.0822%. We set your Penalty APR based on your creditworthiness.

If the Penalty APR is applied to your account because you make a late payment that is not more than 60 days late or make a payment that is returned, it will apply only to new transactions and may continue to apply indefinitely. However, if the Penalty APR is applied to your account because your payment is more than 60 days late, the Penalty APR will apply to both existing and new transactions. It will no longer apply to existing transactions if you make the next six consecutive minimum payments when due. If you do not make these six consecutive minimum payments, the Penalty APR may continue to apply to both new and existing balances indefinitely.

Effect of APR Increases. If an APR increases, interest charges increase. Your minimum payment may increase as well.

Interest Charges Based on APRs

How We Determine the New Balance. Your billing statement shows the New Balance. This is the total amount you owe us on the Statement Closing Date. To determine the New Balance, we begin with the total balance at the start of the billing period. We add any purchases or cash advances. We subtract any credits or payments. We then add any interest charges or fees and make other adjustments.

Interest Charges. We impose interest charges when we apply APRs to your account balances. We do this every day by using a daily periodic rate. To get a daily periodic rate, we divide the APR by 365.

When Interest Charges Begin. We begin to impose interest charges the first day we add a charge to a daily balance. The charges we add to a daily balance include purchases, balance transfers, and cash advances. They also include interest charges and fees. We continue to impose interest charges until we credit your account with full payment of the total amount you owe us.

Grace Period on Purchases. You can avoid interest charges on purchases, but not on balance transfers and cash advances. This is called a grace period on purchases. The grace period is at least 23 days. To get a grace period on purchases, you must pay the New Balance in full by the due date every billing period. If you do not, you will not get a grace period until you pay the New Balance in full for two billing periods in a row. Certain balance transfer offers may take away the grace period on purchases. If that is the case, the balance transfer offer will describe what happens.

Calculation of Interest Charges—Daily Balance Method (Including Current Transactions). We calculate interest charges each billing period. To do this:

- We start with each of your different balances. These balances include, for example, standard purchases, standard cash advances, and different promotional balances. (When we calculate interest charges, we treat balance transfers as standard purchases unless a promotional rate applies.)
- We calculate the daily balance for each of your different balances. To get a daily balance, we start with the balance as of the end of the previous day. We add any interest charge on the previous day's balance. (This results in daily compounding of interest charges.) We add any new charges. We then subtract any new credits or payments.
- We multiply each daily balance by the daily periodic rate that applies to it. We do this for each day in the billing period. This gives us the daily interest charges for each of your different balances.
- We add up all the daily interest charges. The sum is the total interest charge for the billing period.

When we calculate daily balances, we add a purchase as of the Sale Date on the billing statement. We add a balance transfer or cash advance as of the Post Date on the billing statement. (The Post Date is the date we get a request to complete a balance transfer or cash advance transaction. When you send a balance transfer or cash convenience check directly to someone, the Post Date is the date we receive the check for payment.) We add a transaction fee to the same balance as the transaction. We generally add other fees to the standard purchase balance. We subtract a payment or credit as of the day it is credited to the account and then make other adjustments. We treat a credit balance as a balance of zero.

Balance Subject to Interest Rate. Your statement shows a Balance Subject to Interest Rate. It shows this for each different balance. The Balance Subject to Interest Rate is the average of the daily balances during the billing period. A billing period begins on the day after the Statement Closing Date of the previous billing period. It includes the Statement Closing Date of the current billing period.

Fees

Transaction Fee for Balance Transfers. Unless stated otherwise in the Citi Disclosures, for each balance transfer we add a fee of 3% of the amount of the balance transfer, but not less than \$5. This fee is in addition to any periodic fee that may be imposed with a promotional offer. You make a balance transfer when you use a balance transfer check or contact us to transfer a balance.

Transaction Fee for Cash Advances. Unless stated otherwise in the Citi Disclosures, for each cash advance we add a fee of 5% of the amount of the cash advance, but not less than \$10. You take a cash advance if you use a cash convenience check, get money through an automated teller machine (ATM), or get money through home banking or a financial institution. You also take a cash advance if you make a wire transfer, buy a money order, traveler's check, lottery ticket, casino chip, or similar item, or engage in a similar transaction.

Transaction Fee for Foreign Purchases. We add a fee of 3% of the U.S. dollar amount of each purchase made outside the U.S., whether made in U.S. dollars or in a foreign currency.

Late Fee. We may add a late fee for each billing period in which you have a past due payment. For late fee purposes, you have a past due payment any time you fail to pay the Minimum Payment Due (less the Amount Over Credit Limit shown on your billing statement) by the payment due date. The fee is based on your account balance as of the payment due date. The fee will be \$15 on balances up to \$100; or \$25 on balances of \$100 and over. However, for any additional past due payment during the next six billing periods after a past due payment, the fee will be \$15 on balances up to \$100; \$25 on balances of \$100 up to \$250; or \$35 on balances of \$250 and over. The fee will not exceed the amount permitted by law.

Returned Payment Fee. We may add a returned payment fee for a returned payment. A returned payment is an electronic debit, payment check, or similar payment instrument, that is returned unpaid. We may add this fee the first time your payment is returned, even if it is not returned upon resubmission. The fee will be \$25; or \$35 for any additional returned payment during the next six billing periods after a returned payment. However, the fee will not exceed the amount permitted by law.

Information on Foreign Currency Conversion
Our network providers are MasterCard, Visa, and American Express. They convert transactions in foreign currencies into U.S. dollars. The type of card you have determines who does the conversion. Each network provider follows its own procedures. Each network provider's current procedures are described in the Card Agreement.

Arbitration

The Card Agreement provides that disputes are subject to binding arbitration. Arbitration replaces the right to go to court, including the right to a jury and the right to participate in a class action or similar proceeding. Read the "Arbitration" provision of the Agreement carefully.

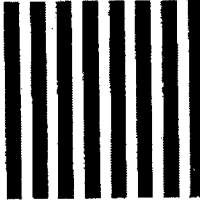
Your Billing Rights

Keep this Document for Future Use

This notice tells you about your rights and our responsibilities under the Fair Credit Billing Act. What To Do If You Find A Mistake On Your Statement. If you think there is an error on your statement, write to



NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES



BUSINESS REPLY MAIL

FIRST-CLASS MAIL PERMIT NO. 1533 SIOUX FALLS, SD

POSTAGE WILL BE PAID BY ADDRESSEE

CITIBANK NEW CARDMEMBER SERVICES
PO BOX 6168
SIOUX FALLS SD 57117-9720




- IMPORTANT!** Please be sure to:
- Enclose your Application Form. • Check your name and address and clearly mark any necessary corrections.

BR-P9720-B-1/11



Save with **12 months** of a **0%** Intro APR
on purchases **and** balance transfers!

See details inside...

You're Pre-Approved  Go to applyonline.citicards.com

O-PTP0811-WM3A

OPP005153



Important Information About Your Account.
Please keep this folder for your records.
It is part of your Agreement with us.

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 49

8049574U-OE

FACE
Ink: Cyan, 288 Blue & 485 Red
Paper: 32# White

Register for
Account Online
at citicards.com

Call Customer Service **immediately** if your card is ever lost or stolen: 1-800-950-5114. If calling from outside the U.S., call collect: 605-335-2222. We're open 24/7 and will cancel your old card and issue you a new one, usually within 24 hours.*

Para servicio al cliente en español, llame al 1-800-947-9100.

8049574U-OE Prt. 4/10

We're pleased to enclose your new Citi® card. To help protect your security, please follow these easy steps before using your card:

- 1** Activate your card immediately. Call the number on your sticker from your home phone, then remove the sticker from the front of your card.
- 2** Sign the back of your card.
- 3** Use your credit card for all your purchases. It is welcomed at millions of locations and nearly 1 million ATMs worldwide.

Credit Protector helps to protect this credit card account if your income is interrupted. Depending on the event, your minimum monthly payments may be deferred or suspended for up to 2 years.

During times of Hospitalization, Disability, Job Loss or Family Leave, pay:

- No finance charges
- No fees

Plus: Credit Protector provides benefits for specified life-altering events that impact your income—like moving!

FREE

for the first 30 days
when you enroll!

To sign up for optional Credit Protector

call **1-866-556-1616**

Credit Protector Disclosure: Your purchase of Credit Protector is optional. Purchasing Credit Protector will not affect the terms of any existing credit agreement you have with the bank. Additional information will be provided before you are required to pay for Credit Protector. This information will include the Credit Protector Terms and Conditions. There are eligibility requirements, limitations and exclusions that could prevent you from receiving benefits under Credit Protector. You should carefully read the Credit Protector Terms and Conditions for a full explanation of the terms of Credit Protector. Credit Protector is offered and provided by Citibank (South Dakota), N.A.

OPP005253

Security, convenience and value come with every Citi card. And you thought it was just a cool way to buy things.

Security features that protect your account. And, therefore, you.

- **Citi® Identity Theft Solutions:**

Identity Theft can happen to anyone. If it happens to you, we can help with free specialized assistance. Visit citicards.com to learn more.

- **\$0 Liability on unauthorized purchases:**

Under Federal law if your card is used fraudulently, you're only liable for the first \$50 in charges. Under Citi card policies, your liability in case of fraud is \$0 both online and offline.

- **Proactive 24/7 fraud protection:**

It's nice to know we monitor account activity for signs of fraud. If there's anything suspicious, you may hear from our Fraud Early Warning Service, just to make sure. Nosy? No, more like careful. Citi pioneered this important protection, and it's still one of the features our cardmembers like best.

- **The Lost Wallet® Service:**

If your card is ever lost or stolen, just call Customer Service. We'll cancel your old card and send you a new one, usually within 24 hours.

Convenience: One of the main reasons you have a credit card in the first place.

- **Flexible Billing Option:**

Your billing cycle can coincide with paydays or other monthly schedules. Want your statements to arrive at the beginning of the month? The middle? The end? One call to Customer Service makes it happen.

- **Free additional cards:**

Why not share? Additional cards on your account can go to family and household members, like spouses and students, at no charge. So they can enjoy the same great benefits you do. Even teenagers.

- **Pay your bills automatically:**

Use your card to pay utility bills, magazine subscriptions and other bills that come regularly. You can't beat the convenience, and it's a great way to ensure that payments are made on time. Contact individual providers for instructions on setting up automatic payments.

The value you expect: Added benefits at no added cost.

- **Higher credit line:**

We'll periodically review your account and raise your credit line if you qualify. So it can grow with your needs. You can also request a credit line increase by calling Customer Service (additional documentation may be needed if you ask for a substantial increase).

- **Billing dispute resolution:**

You don't have to go it alone. If there's a dispute between you and a merchant involving something you bought with your Citi card, we can help. We'll work with you and the merchant to resolve the dispute quickly and fairly.

- **Account Online:**

citicards.com lets you manage your Citi® card account online securely, anytime, whether you want to check your balance, make a payment, see if your payment was credited or receive your statement only online with Paperless Statements — we'll even send you an email when your statement is ready to view each month. Do all this and more — online, anytime. Register now.

- **Online bill payment:**

Pay your credit card bills the easy way online. Give yourself more time for the things you want to do by making Citi card bill payments online. When you pay your Citi card bill by 5 pm Eastern Time (ET) on a weekday, your payment is posted the very same day. It's fast, easy, secure and free. Visit citicards.com to learn more.

Important contact information

Customer Service (within the U.S.): 1-800-950-5114
Customer Service (outside the U.S.): 605-335-2222 (call collect)
Secure online services: citicards.com

8049574U-0E
BACK
Ink: Black, 288 Blue & 485 Red
Paper: 32# White

Emergency card replacement outside the continental U.S. may take a minimum of 48 hours.

¹ Cardmembers whose credit lines are secured may not be eligible for a credit line increase.

Citi, Citibank, Diamond Preferred, Platinum Select,
The Lost Wallet Service and Citi with Arc Design
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OPP005254

200YEARS citi

Banking Credit Cards Credit Line Business Rewards & Offers Services

First time user? Sign on to your credit online

User ID

Password

Search GO

Sign On to your credit online

\$600 in gift cards!

Low Rate

Rewards

Featured Credit Cards

Citi ThankYou® Premier Card

Earn up to \$0.000 bonus ThankYou Points after qualifying purchases

[Learn More](#)

[Terms & Conditions](#)

[Reward Program Information](#)

[Additional Information](#)

★ The NEW Citi® Platinum Select® / AAdvantage® Visa Signature® Card

Earn 30,000 American Airlines AAdvantage® bonus miles, first checked bag free, 2 free priority boarding

[Learn More](#)

[Terms & Conditions](#)

[Reward Program Information](#)

[Additional Information](#)

Citi® Diamond Preferred® Card

Enjoy a 0% intro APR on balance transfers and purchases for 18 months

[Learn More](#)

[Terms & Conditions](#)

[Additional Information](#)

Security Center

Get informed, protect yourself, and fraud

Report phishing and email scans to spod@citi.com

Received an offer?

Enter your code here

View All Credit Cards

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Citi® Tablet Apps



Managing your Citi credit card accounts just got easier. CitiBank for iPad® and CitiBank® (Kindle

ThankYou® Points Sharing



With the new ThankYou Point Sharing App, you and other ThankYou Members can give, get

<https://creditcards.citi.com/>

Credit Cards from Citi® | Compare Credit Cards & Apply Online

purchase tickets and enjoy concerts, sporting events, dining experiences and more.

Fire Edition gives you powerful financial tools and analytics right at your fingertips.

or share points with each other right on Facebook.

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Business 1-866-422-3091

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1-800-950-6114

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Cardmember Agreement

Compare (0)

Recently Viewed (1)

Stores up to 5 recently viewed cards.

Citi Simplicity® Card
Add to compare

list of Citi Credit Cards.

Credit Cards / View All Credit Cards

View All Credit Cards

Flexible Travel Rewards, cash back on purchases and perks for

Meet the card with
no surprises.

Get 0% Intro APR on purchases and
balance transfers for 18 months and never
pay a late fee.

Learn More

Card Filter

I am looking for:

- ☐ Personal Credit Cards
- ☐ Business Credit Cards
- ☐ Student Credit Cards

Financial Options:

- ☐ Low Interest
- ☐ No Annual Fee
- ☐ Balance Transfer
- ☐ Intro Purchase APR

Desired Rewards:

- ☐ All Rewards
- ☐ ThankYou® Rewards
- ☐ Travel Rewards
- ☐ Cash Back & Savings

25
cards found

Show

All

of 28 cards shown

Sort by:

Most Popular: High to Low

View:

List :: Grid

Compare up to 5 selected cards.

COMPARE

Card

Summary

Annual Fee

Purchase
APR

Balance Transfer
APR

Card Summary

Citi Simplicity® Card

- Enjoy 0% intro APR on purchases and balance transfers for 18 months.¹
- Peace of mind through direct access to a service representative, no late fees and no penalty rate.¹
 - No annual fee.¹
 - \$0 liability on unauthorized charges.

☐ Add to Compare

☐ APPLY NOW

☐ Learn More

☐ Terms & Conditions
☐ Additional Information

Annual Fee	Purchase APR	Balance Transfer APR
No Annual Fee ¹	0% Intro APR on purchases for 18 months; after that the variable APR will be 12.99% - 21.99% based on your creditworthiness. ¹	0% Intro APR on balance transfers for 18 months; after that the variable APR will be 12.99% - 21.99% based on your creditworthiness. ¹

Citi® Platinum Select® / AAdvantage® Visa Signature® Card

- Earn 10,000 American Airlines AAdvantage® bonus miles after \$1,000 in purchases in the first 3 months of card membership.¹
- Your first checked bag is free.²
- Priority boarding³ and 25% savings on eligible inflight purchases.⁴
- Earn a \$100 American Airlines Flight Discount every cardmembership year with qualifying purchases and cardmember ship renewal.⁵
- Double AAdvantage® miles on eligible American Airlines purchases.²
- Earn 10% of your redeemed AAdvantage® miles back - up to 10,000 AAdvantage® miles each calendar year.⁶
- No mileage cap⁷ and your miles may never expire.⁸

☐ Add to Compare

☐ APPLY NOW

☐ Learn More

☐ Terms & Conditions
☐ AAdvantage Program Information
☐ Additional Information

\$95.00 (Fee waived for the first 12 months) ¹	15.25% variable ¹	N/A
--	---------------------------------	-----

Citi ThankYou® Preferred Card

- Earn 15,000 bonus ThankYou® Points after you make \$1,000 in purchases within the first 3 months; enough for \$150 in gift cards.¹
- 5 ThankYou Points for every \$1 you spend on purchases at gas stations, supermarkets and drugstores for 12 months and 1 point for every \$1 you spend thereafter.²
- Earn 1 ThankYou Point for every \$1 you spend on purchases.³

☐ Add to Compare

☐ APPLY NOW

No Annual Fee ¹	12.99% - 22.99% variable APR based on your creditworthiness. ¹	N/A
----------------------------	--	-----

Card Summary



- Earn an anniversary bonus on points earned from purchases every year.²
- Earn bonus points when you sign up for Paperless Statements and Account Online.³
- No expiration and no limit on the number of ThankYou Points you can earn.²
- Earn extra points when you shop through the ThankYou® Bonus Center, a network of 600+ retailers you know and love.

Learn More
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Additional Information

Citi® Dividend Platinum Select® Visa® Card



- Earn \$150 cash back after \$500 in purchases within the first 3 months of account opening.²
- Earn 5% cash back at The Home Depot and on Home Furnishings and Home & Garden purchases from 4/1/12 - 6/30/12 when you enroll. Enroll for free each quarter for new categories that earn additional cash back.² To learn more, visit dividend.quarterlyoffer.citi.com.
- Earn 1% cash back on all other purchases.²
- No Annual Fee!¹

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Citi Forward® Card



- Earn up to 10,000 bonus points when you make \$550 in purchases and sign up for Paperless Statements.²
- 5 ThankYou® points for every \$1 you spend on restaurants and entertainment, 1 point for every \$1 you spend on all other purchases.²
- Up to 1,200 bonus points per year for paying on time and staying under your credit limit.²
- Up to a 2% Purchase APR reduction when you make a purchase early under your credit limit and pay on time 3 billing periods in a row (0.25% reduction each quarter, 8% maximum).³
- Complimentary Cell Phone Protection.²

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Additional Information

Annual Fee	Purchase APR	Balance Transfer APR
------------	--------------	----------------------

No Annual Fee!¹

0% Intro APR on purchases for 12 months, after that the variable APR will be 12.99%-22.99% based on your creditworthiness!

0% Intro APR on balance transfers for 12 months, after that the variable APR will be 12.99%-22.99% based on your creditworthiness!

No Annual Fee!¹

0% Intro APR on purchases for 12 months, after that the variable APR will be 12.99%-22.99% based on your creditworthiness!

0% Intro APR on balance transfers for 12 months, after that the variable APR will be 12.99%-22.99% based on your creditworthiness!

Card	Summary	Annual Fee	Purchase APR	Balance Transfer APR
------	---------	------------	--------------	----------------------

Citi® Diamond Preferred® Card



- Enjoy 0% Intro APR on balance transfers and purchases for 18 months.¹
- 24/7 access to personalized concierge service providing assistance in booking hotel flights, concert tickets and much more
 - Special access for Card members to ticket presales, preferred seating, special VIP packages and unique entertainment experience through Citi Private Pass
 - 10 Mobility on Unauthorized purchases and Citi Identity Theft Solutions
 - No annual fee¹

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No Annual Fee¹

0% Intro APR on purchases for 18 months; after that the variable APR will be 11.99%-21.99% based on your creditworthiness¹

0% Intro APR on balance transfers for 18 months; after that the variable APR will be 11.99%-21.99% based on your creditworthiness¹

Citi ThankYou® Premier Card



- Earn up to 60,000 bonus ThankYou® Points; 30,000 bonus points after you spend \$2,000 in the first 3 months plus an additional 30,000 bonus points after you spend \$2,000 in the first 3 months of your second year of being a cardmember. 60,000 bonus points is good for \$600 in gift cards – or other great rewards!¹
- 1 ThankYou Point for every \$1 you spend on purchases. Plus, earn 1.2 points per \$1 spent – that's 20% more points – when you use your card at supermarkets, gas stations, drugstores, commuter transportation and parking multipliers.²
 - Earn points for the miles you fly when you purchase a ticket with your Citi ThankYou Premier Card.²
 - No foreign transaction fee on purchases.¹
 - Annual complimentary domestic companion ticket (with the contiguous USA) and a 15% discount when booking air travel through our travel benefits provider, Spirit Incentives.
 - Get 33% more value for your points when you redeem for airfare through the ThankYou Travel Center. Enjoy this benefit on any airline with no blackout dates.
 - No expiration and no limit on the number of points you can earn

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\$125.00 However, this fee is waived for the first 12 months.¹

13.99% - 23.99% variable APR based on your creditworthiness.¹

N/A

Card Summary

Annual Fee	Purchase APR	Balance Transfer APR
\$500.00	15.24% variable APR	N/A

Citi ThankYou® Prestige Card



Superior rewards, outstanding travel benefits and personalized service

- 1 ThankYou® Point for every \$1 you spend on purchases. Plus, earn 1.2 points per \$1 spent – that's 30% more points – when you use your card at supermarkets, gas stations, drugstores, commuter transportation and parking merchants.²
- Earn points for the miles you fly when you purchase a ticket with your Citi ThankYou® Prestige Card.²

Learn More

Terms & Conditions
Reward Program Information
Additional Information

- No foreign transaction fee on purchases.¹
- Annual international or domestic companion ticket and a 15% discount when booking air travel through our travel benefits provider. Spent incentives.³
- Qual. Status in the Main HHonors program.
- Get 50% more value for your points when you redeem for airfare through the ThankYou® Travel Center. Enjoy the benefit on any airline with no blackout dates.
- No expiration and no limit on the number of points you can earn.

Citi ThankYou® Card



Enjoy 0% Intro APR on balance transfers and purchases for 15 months. After that, the variable APR will be 12.99% - 22.99% based upon your creditworthiness.¹

- Plus earn 1 ThankYou Point for every \$1 you spend on purchases.²
- Earn an anniversary bonus on points earned from purchases every year.²
- Earn bonus points when you sign up for Paperless Statements and Account Online.³

Learn More

Terms & Conditions
Reward Program Information
Additional Information

- No expiration and no limit on the number of ThankYou Points⁴ you can earn.²
- Earn extra points when you shop through the ThankYou® Bonus Center, a network of 600+ retailers you know and love.

No Annual Fee ¹	0%	0%
	Intro APR on purchases for 15 months; after that the variable APR will be 12.99% - 22.99% based on your creditworthiness. ¹	Intro APR on balance transfers for 15 months; after that the variable APR will be 12.99% - 22.99% based on your creditworthiness. ¹

Purchase APR

Annual Fee

Summary

Card

Balance Transfer APR

Citi® Hilton HHonors™ Visa Signature® Card



- Earn 40,000 Hilton HHonors Bonus Points after making \$1,000 in purchases within 4 months of account opening.¹
- Earn 6 Hilton's Bonus Points per \$1 spent at participating hotels within Hilton Worldwide's 10 distinct brands.²
- Earn 3 Hilton's Bonus Points per \$1 spent on purchases at supermarkets, groceries & gas stations.²
- Earn 2 Hilton's Bonus Points per \$1 spent on all other purchases.²
- Enjoy Hilton's Silver status as long as you are a cardmember.²
- Get access to exceptional Visa® Signature benefits, including concierge service.³

Add to Compare



Learn More

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2. Award Program Information
3. Additional Information

N/A

14.24%
variable for Visa®
Signature or 16.24%
variable¹ for Visa®
Gold

No
Annual
Fee¹

Citi® Platinum Select® / AAdvantage® World MasterCard®



- Earn 30,000 American Airlines AAdvantage® bonus miles after \$1,000 in purchases in the first 3 months of cardmembership.¹
- Your first checked bag is free.²
- Priority boarding² and 25% savings on eligible in-flight purchases.²
- Flies a 5100 American Airlines Flight Discount every cardmembership year with qualifying purchases and cardmembership renewal.²
- Double AAdvantage® miles on eligible American Airlines purchases.²
- Earn 10% of your redeemed AAdvantage® miles back - up to 10,000 AAdvantage® miles each calendar year.²
- No mileage cap² and your miles may never expire.²

Add to Compare



Learn More

1. Terms & Conditions
2. Award Program Information
3. Additional Information

\$95.00
(Fee waived
for the first 12
months)¹

16.24%
Variable¹

N/A

Citi® / AAdvantage® American Express® card



- Earn 25,000 American Airlines AAdvantage® bonus miles after \$750 in purchases in the first 4 months of cardmembership.¹
- Earn 1 AAdvantage® mile for every \$1 you spend on purchases.²

\$50.00
(Fee waived
for first 12
months)¹

15.24%
variable¹

N/A

Card Summary Annual Fee Purchase APR Balance Transfer APR

• Travel to select destinations with Travel
Advantage® miles found up with
Reduced Message Awards.²

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Learn More

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Award Program Information
Additional Information

Citi® Executives™ / AAdvantage® World Elite™ MasterCard®



Add to Compare



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Award Program Information
Additional Information

Advantage Club® membership privileges with
unlimited access for you and your immediate
family.²

- 10,000 Elite Qualifying Miles from
American Airlines after \$40,000 in
purchases each calendar year.²
- 25,000 American Airlines AAdvantage®
bonus miles after you make \$1,000 in
purchases in the first 4 months of
cardmembership.²
- Priority check-in, airport screening and
boarding privileges.²
- Earn 2 AAdvantage® miles for every \$1
spent on eligible American Airlines
purchases² and 1 AAdvantage® mile for
every \$1 spent on other purchases.²
- Waived Domestic Baggage Charge on 1st
Eligible Checked Bag.²
- Enjoy global acceptance and enhanced
security abroad.

\$480.00¹

15.24%
Variable¹

N/A

Citi® Gold / AAdvantage® Visa Signature® card



Add to Compare



Learn More

Earn 25,000 American Airlines AAdvantage®
bonus miles after \$750 in purchases in the
first 4 months of cardmembership.²

- Earn 1 AAdvantage® mile for every \$1 you
spend on purchases.²
- Travel to select destinations with fewer
AAdvantage® miles round-trip with
Reduced Message Awards.²

\$50.00
(Fee waived
for the first 12
months)¹

15.24%
Variable¹

N/A

View All Citi® Credit Cards & Credit Card Rewards - Citibank®

Annual Fee

Purchase APR

Balance Transfer APR

Card Summary

1 Terms & Conditions
2 Award Program Information
3 Additional Information

AT&T Universal Savings & Rewards Card

Earn 10,000 bonus ThankYou® Points after \$500 in purchases within 3 months of account opening.¹

- Earn great rewards and automatic savings exclusively for AT&T customers and with no annual fee!
- Save up to 10% on AT&T purchases and services for first 12 months, and 5% thereafter, up to \$350 a year.²
- Earn 1 ThankYou® Point for every \$1 you spend on non-AT&T purchases.³
- Redeem points for millions of great rewards including music, downloads, gift cards, and travel.
- Earn savings on AT&T products and services, including the latest Apple, Android, BlackBerry, and Windows smart phones.⁴

1 Add'l to Complete

2 Learn More

3 Terms & Conditions

4 Reward Program Information

Additional Information

12.99% Variable¹

No Annual Fee¹

0% Intro APR on balance transfers for 12 months; after that the variable APR will be 12.99%¹

AT&T Universal Savings Platinum Card

Earn up to 1.5% on your purchases automatically.¹

12.99% Variable¹

No Annual Fee¹

0% Intro APR on balance transfers for 12 months; after that the variable

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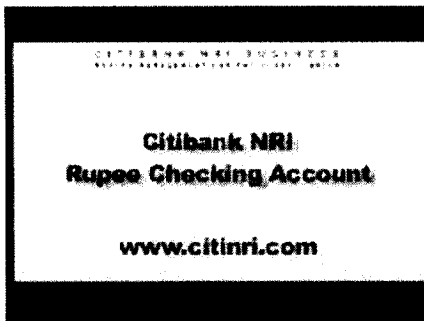
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Opp. No. 91201920
Opposer Ex. 150

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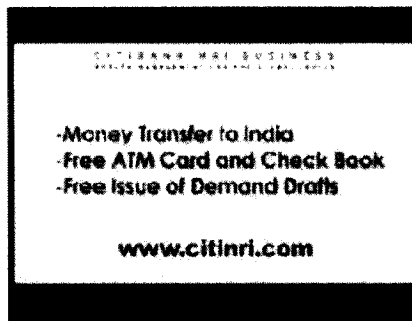
Advertiser: Citi
Product: Rupee Checking Account
Title: Rupee Checking Account (2.28.05)
Ad Code: CITICB-4190

First Date: 02/05/05
Source: Los Angeles
Length: 45
New/Recut: Recut



(Fade in)
VOICE OVER: Meet us in person to open your Citibank NRI Rupee Checking Account.

Text: Citibank NRI Business, Wealth Management...



With the Citibank Rupee Checking Account, you get money transfers to India.

Text cont.: For The Global Indian, www.citinri.com.



Meet a Citibank NRI Officer to open your account...



on Saturday, February 5 between 3:30 PM and 6:30 PM...



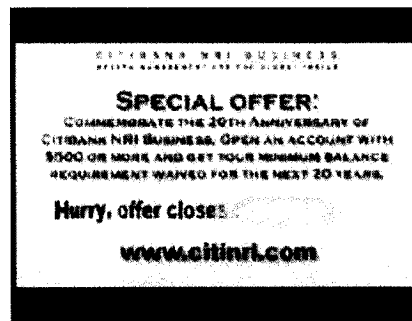
at Devi Communications, located at 18644 Pioneer Boulevard in Artesia, California.



Please bring a check, photographs, one proof of address...



passport copies and a valid visa or green card.



Here's a special offer. To commemorate the 20th anniversary of Citibank NRI business...



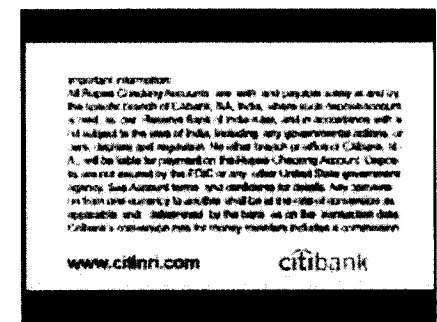
open an account with \$500 or more before February 28th and get your minimum balance...



requirement waived for the next 20 years.



For more information, call Rohit Singh...



at 562-865-2308. That's 562-865-2308. (Fade out)

Text (not shown): Important information: All Rupee Checking Accounts are with, and payable solely at and by, the specific branch of Citibank, N.A., India, where such deposit account is held, as per Reserve Bank of India rules, and in accordance with and subject to the laws of India, including any governmental actions, orders...

Text cont. (not shown): decree and regulation. No other branch or office of Citibank, N.A., will be liable for payment on the Rupee Checking Account. Deposits are not insured by the FDIC or any other United States government agency. See Account terms and conditions for details. Any conversion from one currency to...

Text cont.: another shall be at the rate of conversion as applicable and determined by the bank as on the transaction date. Citibank's conversion rate for money transfers includes a commission.

- Tapes and MPEGs can be ordered by contacting us at 718.482.4211 -

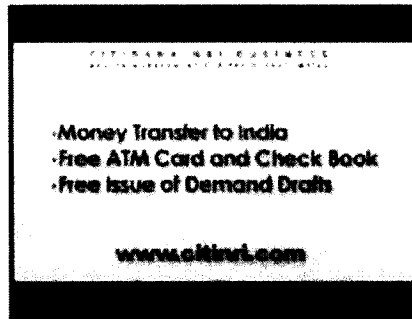
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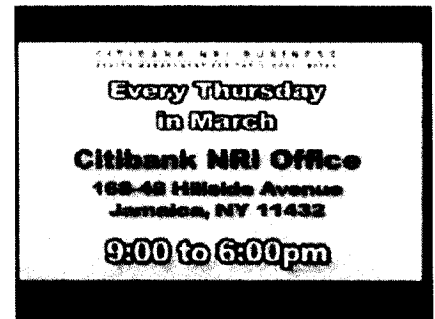
(Fade in)
VOICE OVER: Meet us in person to open your Citibank NRI Rupee Checking Account.

Text: Citibank NRI Business, Wealth Management ...

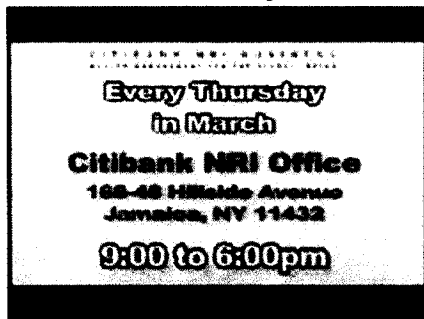


With the Citibank Rupee Checking Account, you get money transfers to India, and much more.

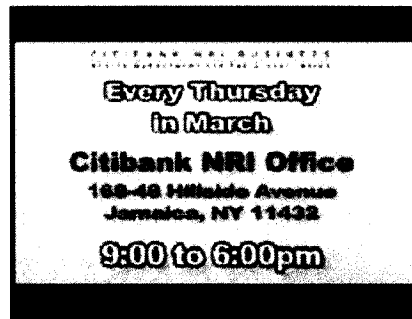
Text cont.: For The Global Indian. www.citibank.com.



Meet a Citibank NRI Officer to open your account every Thursday ...



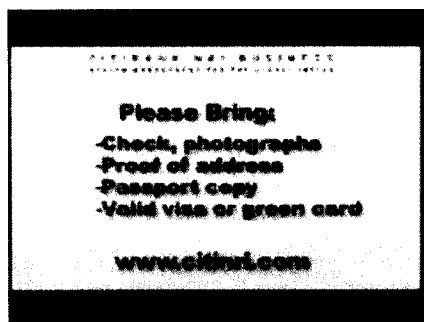
between 9 AM and 6 PM at the Citibank branch located at 168-48 Hillside Avenue,



at the corner of 168th Street and Hillside Avenue, in Jamaica, Queens.



Please bring a check, photographs, one proof of address...



passport copies and a valid visa or green card.



Here's a special offer. To commemorate the 20th anniversary of Citibank NRI business...



open an account with 20,000 rupees or more before March 30th and get your minimum balance...



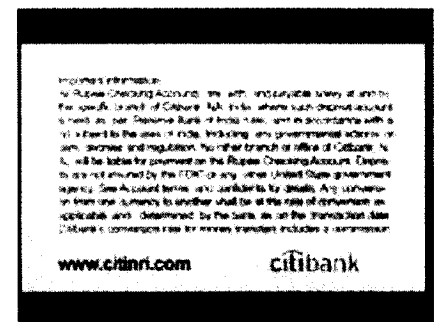
requirement waived for the next 20 years.

Text (not shown): Important information: All Rupee Checking Accounts are with, and payable solely at and by, the specific branch of Citibank, N.A. India, where such deposit/account is held, as per Reserve Bank of India rules, and in accordance with and subject to the laws of India, including any governmental actions, orders ...



For more information, call Geeta Kohli...

Text cont. (not shown): decrees and regulation. No other branch or office of Citibank, N.A., will be liable for payment on the Rupee Checking Account. Deposits are not insured by the FDIC or any other United States government agency. See Account terms and conditions for details. Any conversion from one currency to another shall be at the rate of conversion as applicable and determined by the bank as on the transaction date. Citibank's conversion rate for money transfer includes a commission.



at 718-558-5045.
(Fade out)

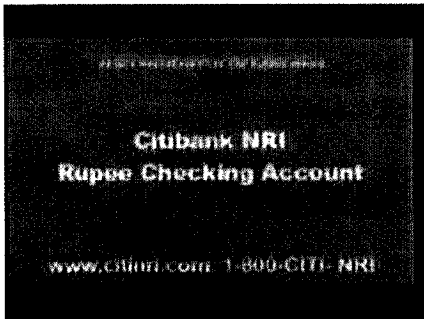
Text cont.: another shall be at the rate of conversion as applicable and determined by the bank as on the transaction date. Citibank's conversion rate for money transfers includes a commission.

Citigroup Inc. v. Citibank, LLC
Opp. No. 91201920
Opposer Ex. 152

ck

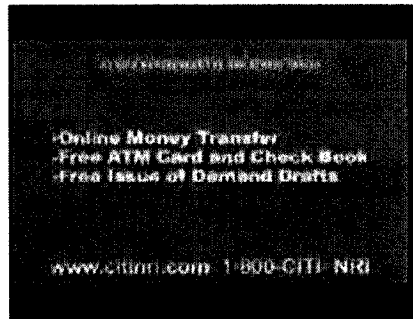
Advertiser: Citi
Product: Rupee Checking Account
Title: Rupee Checking Account
Ad Code: CITICB-4498

First Date: 07/18/05
Source: ITV Gold
Length: 45
New/Recut: New



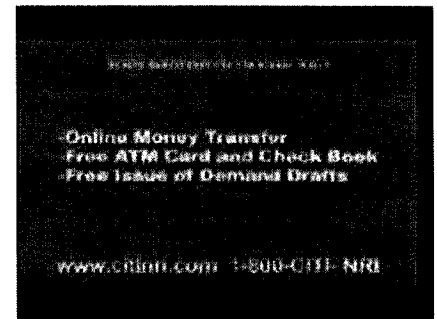
(Music)
VOICE OVER: Open a Citibank NRI Rupee Checking Account...

Text: Citibank NRI Business, Wealth Management For The ...

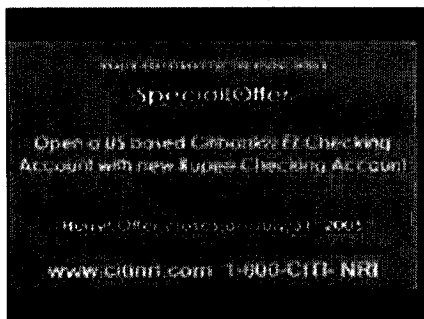


for convenient money transfers to India. With a Citibank Rupee Checking Account...

Text cont.: Global Indian. www.citibank.com. 1-800-CITI-NRI.



you can transfer money online from your U.S. checking account.



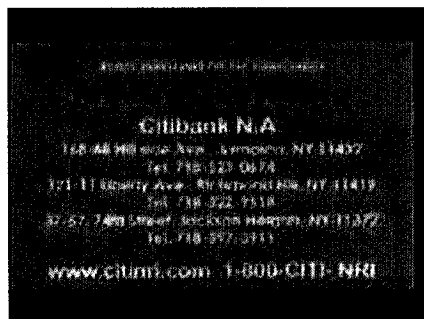
And here's a special offer. Open a US-based EZ Checking Account with a new Rupee Checking Account...



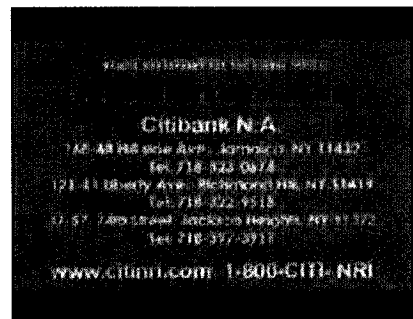
at select branches and get the minimum balanced waived on the Rupee Checking Account...



and an Apple iPod Shuffle with the EZ Checking Account. Hurry, this offer is only open...

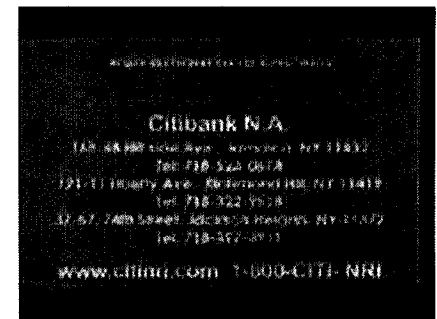


through July 31st, 2005. Special terms and conditions apply. This special offer is only available ...



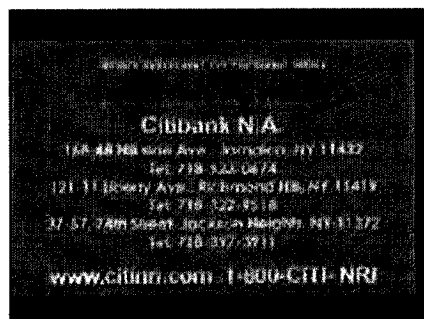
at the Citibank branches at Hillside Avenue, Jamaica, New York...

Text (not shown): This special offer is only open to first time Citibank checking and Rupee Checking Account customers. Additional conditions apply. For more details, please contact a ...



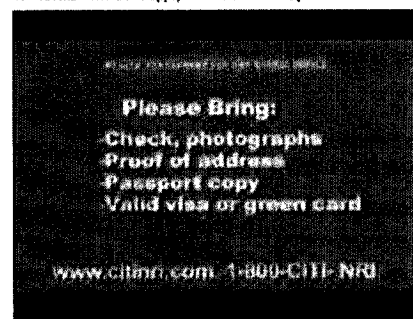
Liberty Avenue, Richmond Hill, New York, 74th Street, Jackson Heights, New York.

Citibank branch that is participating in this offer. The US-based checking account is offered by Citibank, N.A., Citibank, F.S.B., Citibank (West), Citibank Texas, N.A. Members FDIC. Important Information: All Rupee Checking Accounts are with ...



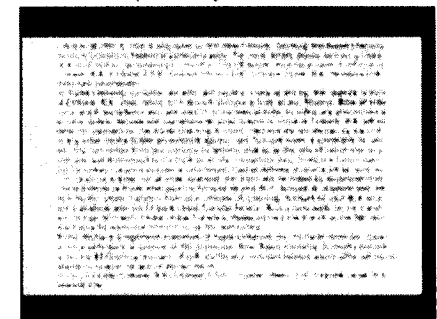
Call the numbers on the screen or 1-800-CITI-NRI for more details.

Text cont. (not shown): and payable solely at and by, the specific branch of Citibank, N.A., India, where such deposit/account is held, as per Reserve Bank of India rules, and in accordance with and subject to the laws of India, including any governmental ...



Please bring a check, photographs, one proof of address, passport copies...

Text cont. (not shown): actions, orders, decrees and regulations. No other branch or office of Citibank, N.A. will be liable for payment on the Rupee Checking Account. Deposits are not insured by the FDIC or any other United States government ...



and a valid visa or green card. (Fade out)

Text cont.: agency. See Account terms & conditions for details. Any conversion from one currency to another shall be at the rate of conversion as is applicable and determined by the bank as of that transaction date. Citibank's commission (illegible).

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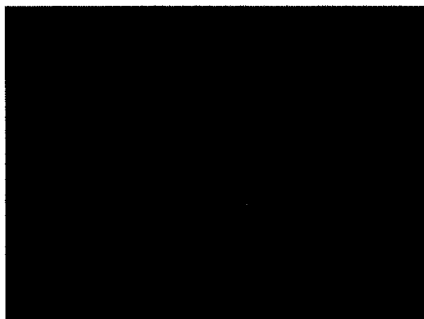
OPP013031

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 153

k

Advertiser: Citi
Product: Rupee Checking Account
Title: Traveling To India
Ad Code: CITICB-4841

First Date: 12/09/05
Source: ITV Gold
Length: 45
New/Recut: New



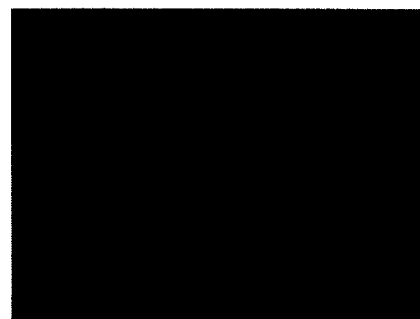
(Music)

VOICE OVER: Traveling to India this December? Avoid all the hassles...

Text: www.citini.com



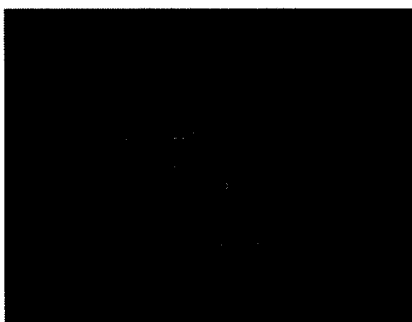
of carrying cash and traveler's checks. Just open a Citibank Rupee Checking Account and get an ATM debit card...



for your use in India. Here's a special offer. Open a Rupee Checking Account before December 31, 2005...



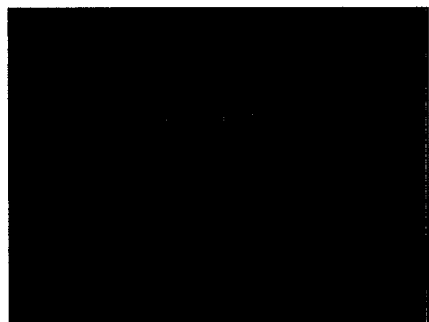
with \$1000 or more and get your minimum balance requirement waived for the next 20 years. Meet a Citibank...



(Audio/Visual Dropout)
to open an account at 666 5th Avenue, New York, New York...

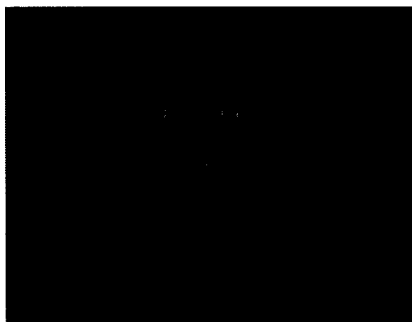


or at 168-48 Hillside Avenue, Jamaica, New York.

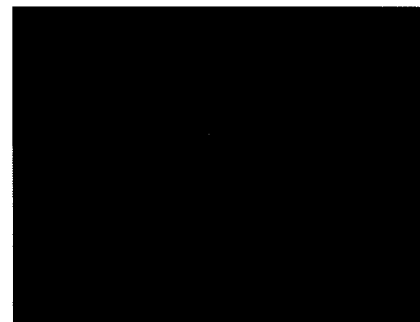


Please bring a check, photographs, one proof of address, passport copies and a valid visa or green card.

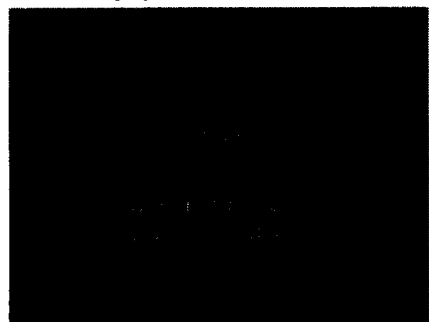
Text: Please bring originals of documents for verification



Bring originals of these documents...
Text (not shown): This offer is applicable only to new Rupee Checking Accounts opened before December 31st, 2005. Important Information: Citibank and Citibank with Arc Design are service marks of Citibank, N.A. or Citigroup Inc., used and registered throughout the world. ©Citibank, N.A., 2005. A member of Citigroup. The Rupee Checking Account is an account held with Citibank, N.A., India and the interest accrued on credit balances...

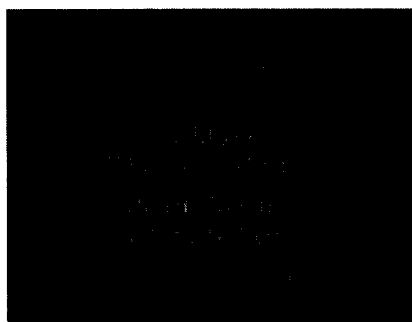


for verification. For more information...
Text (not shown): therein shall be at such rate as determined, from time to time, by Citibank, N.A., India in accordance with applicable Indian law. All Rupee Deposits, Rupee Checking Accounts and FCNR Deposits are with, and payable solely at and by, the specific branch of Citibank, N.A., India, where such deposit/account is held, as per Reserve Bank of India rules, and in accordance with and subject to the laws of India...



call Aditya at 212-307-8341...

Text (not shown): including any governmental actions, orders, decrees and regulations. Neither Citibank, N.A., India nor any other branch or office of Citibank, N.A., India will be liable for loss due to failure to repay any deposit due to any act beyond the control of Citibank, N.A., India, including any act of the State, political disputes, civil commotion, war, expropriation or unrest or any other cause beyond the reasonable control of the paying...



or Rohit Rego at 718-558-5045.

Text (not shown): branch of Citibank, N.A., India. Deposits at Citibank, N.A. (India branches) are not insured by the FDIC or any other U.S. government agency or any insurance corporation outside India. Any conversion from one currency to another shall be at the rate of conversion as applicable and determined by the bank as on the transaction date. Citibank's conversion rate...



(Fade out)

Text (not shown): for both incoming and outgoing transfers denominated in a foreign currency includes a commission for the conversion service. For detailed Terms and Conditions, please refer to the Rupee Checking Account Opening form. Courier delivery of Drafts will be done for 700 locations in India. For all other locations, the drafts will be mailed by Registered Post.

- Tapes and MPEGs can be ordered by contacting us at 718.482.4211 -

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OPP013038

brand new
draft: status to date

interim guidelines 05/18/00



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Opp. No. 91201920
Opposer Ex. 154

OPP001223

We're here to help

These guidelines should answer most of your questions about the new Citi brand. For specific inquiries, please get in touch with the appropriate group listed below.

Help for EMEA

Regional Branding Officer
Margolein Gerritsen
Tel 32 2 626 6317
Fax 32 2 626 5643

Marketing Director
Pete Wilkes
Tel 44 171 508 7033
Fax 02 07 508 7497

Help for CBNA

Regional Branding Officer
Patricia Milla
Tel 1 718 248 7616
Fax 1 718 248 9417

Help for Cards

Lauren Simon
Tel 1 718 248 9787
Fax 1 718 433 0733

Help for CitiMortgage

John Hummel
Tel 1 314 275 5025
Fax 1 314 275 5100

Help for SSB Citi

Daniel Darst
Tel 1 212 783 0162
Fax 1 212 783 2283

Help for CitiFinancial

John Schachtel
Tel 1 410 332 3565
Fax 1 410 332 3489

Help for Branding and Naming

Global Branding
Susan Avarde
Tel 1 718 248 3474
Fax 1 718 248 7717

Help for Trademark Issues

Citigroup Trademark Counsel
Anne Moses
Tel 1 212 559 7206
Fax 1 212 793 4405

Help for Advertising

Brad Jakeman
Tel 1 718 248 3467
Fax 1 718 248 7717

To purchase fonts

The Font Bureau, Inc.
326 A Street, Suite #6C
Boston, MA 02210
Hours: Monday - Friday, 9am - 7pm EST
Tel 617 423 8770
Fax 617 423 8771
info@fontbureau.com

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Fascia sign: preferred

Fascia sign: alternative A

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Flag mount sign

Pylon sign

Monument sign

Letter sign: blue faces

Letter sign: white faces

ATM

Transaction counter back wall

Directional sign

Financial Center sign

Special signs: architecturally sensitive monument

Special signs: architecturally sensitive letters

Special signs: time and temperature

Special signs: dual language

Special signs: drive up banking

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The CitiFinancial logo

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Tradeshaw exhibit

The CitiMortgage logo

146 **Citi Asset Management**

The Citi Asset Management logo

Why change now?

We're in the midst of an exciting transformation. We've undertaken one of the largest global mergers in the history of the financial industry. In all financial arenas – banking, insurance, and investment advice – the breadth of our offerings and the depth of our experience is vast. Our geographic reach is formidable.

We have an opportunity to create a true difference for our clients. For this to happen, our identity must not only embody and support our corporate strategy, it must connect with our clients and employees around the world. It must capture and communicate the excitement of Citigroup's new scope and capabilities. Our new identity will provide us with a powerful tool to help us achieve our business objectives.

Our corporate strategy

As you know, our new parent name is Citigroup – our name to the investment community. Because Citigroup offers a unique breadth of financial expertise from a single source, there are many points of contact; a client may need one or all of our areas of expertise. Citibank will lead the way in signaling a changing, revitalized organization. By updating our Citibank identity we will demonstrate that we have merged beyond just a bank and can serve as our clients' access point to our other strong brands – Travelers, Salomon Smith Barney, CitiFinancial and Primerica.

The Citibank brand

Even the best identities need to be refreshed or updated. The Blue Wave and the consistent use of the Citibank name have been a great success: the Citibank name and logo are recognized around the world. The identity has not been updated for 30 years – a long time for a highly visible brand. We now have the opportunity to build on our past success and revitalize the Citibank brand.



1812



1822



1915



1955



1962

CITIBANK 

1976

citi 

2000

OPP001228



citiSM

Our new identity: Citi

Our immediate goal is to appeal to our clients in a wider context – to let them know that our services are expanding far beyond traditional banking. A strong brand will help us reach new audiences, and will allow us, over time and when appropriate, to avoid being limited by the word “bank.” It will help us integrate businesses, such as CitiFinancial, the first Travelers’ brand to move to the new Citi identity and provide an umbrella for our other consumer brands.

Our look

Our brand should look and feel modern, clear, intelligent, engaging, human, and innovative. These values should be expressed clearly and consistently by every business within our company.

Our name

We’ve formalized use of the familiar Citi name – as Federal Express has done with FedEx, and Coca Cola with Coke.

Our wordmark and symbol

Our wordmark has evolved in a modern, contemporary direction: it is simple, purposeful, and direct – but at the same time made friendlier and more accessible by our use of lower case typography.

In place of the Compass Rose, the new Citi logo has an Arc that symbolizes our global reach, and our ability to protect clients and bridge difficulties. Taken together, the “t” and the red Arc echoes the familiar Travelers Group umbrella.

The color blue

The success of the graduated blue suggests that blue has enormous potential for Citi. Our new identity will continue to reinforce the Blue Wave in many dynamic ways to express our personality. The red in the Arc adds warmth and reminds us subtly of the merger. Citi Red is used as an accent color with discretion and care.

Benefits

Embracing the new Citi identity represents a great opportunity for all of us. Timely and efficient implementation of the new Citi identity will:

- **Send a strong signal of change**

Over the years, research has shown that when a merger takes place, the marketplace expects change. In fact, key audiences are disappointed if they do not see changes – preferably evidence of a stronger organization, a new brand promise, and delivery on that promise. Our new logo will help us to signal positive change immediately and effectively.

- **Citi as a strong, cohesive organization**

Branding is especially critical for our financial centers – the most visible part of Citi. If our financial centers are recognized as expressing and reinforcing our values through a strong new visual identity, then over time our other businesses will also benefit.

- **Leverage global expenditures**

Every dollar spent on the Citi brand will help us build our brand equity, and divisions within Citi that adopt the new logo and identity will receive the benefit of that investment.

We’ll work together to make the transition as quick and as easy as possible – to send a clear signal that the changes we’ve worked so hard to bring about are real, significant, and have exciting implications for the future of financial services.

We pride ourselves in being industry pioneers, and we are encouraging each Citi business to embrace our revitalized identity – and help us make Citi the leading brand in financial services around the world.

Brands are
created in the
minds of our
clients



SONY



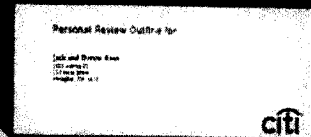
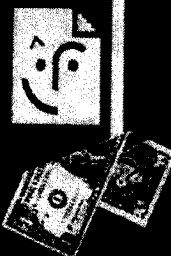
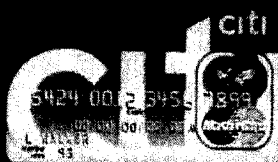
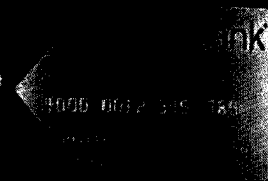
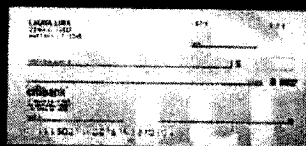
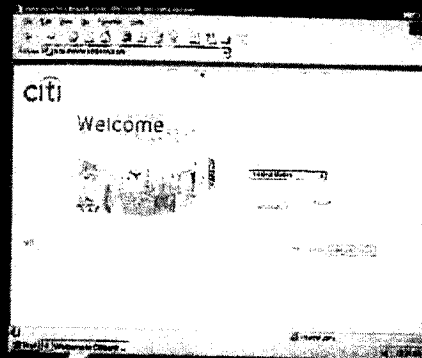
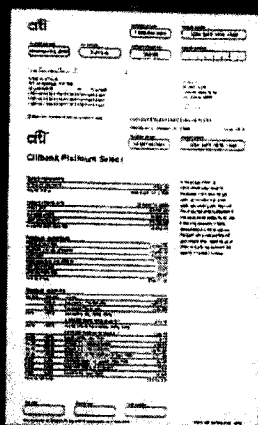
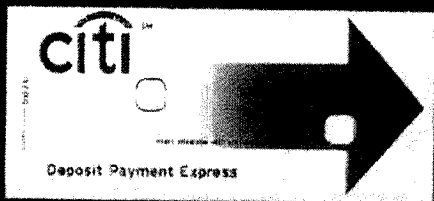
Microsoft



Our brand experience

Brands are a shorthand for all the reasons people choose the products and services that they want as part of their lives. Bringing our brand to life means touching all the senses. Our clients must see, hear, touch, feel and understand our brand.

See, hear,
touch, feel &
understand
our brand

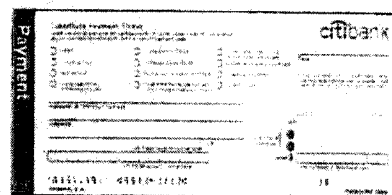


Citipro

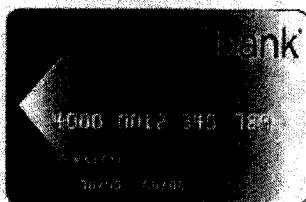
Our identity is strategic, not cosmetic. It captures the uniqueness of our company, and the many strengths that make us different. It brings us all together under a single flag. From the Citi logo to the new Blue Wave, from our contemporary typefaces to our client-centered commitment to simplicity, the basic elements of our identity work together to express a look and feel that is uniquely ours.

Citi is composed of many parts. Our identity is specifically designed to give our many business lines the individuality they need to prevent client confusion and to carry out their marketing strategies, while ensuring that each segment reinforces – and is reinforced by – the strength of the Citi brand.

Communications from our different product, service, and business lines share a strong family resemblance. Whether our clients interact with Citi, CitiFinancial or CitiMortgage they will expect the same values of integrity, connectivity, and vitality. As the next pages show, through clear, consistent use of our shared branding elements – our logo, our typefaces, our colors, and the new Blue Wave – we can speak directly to our different audiences, while still presenting a powerful, unified brand.



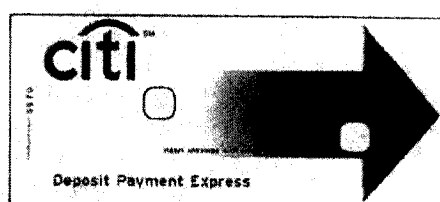
Deposit slip



ATM card



Platinum Select MasterCard



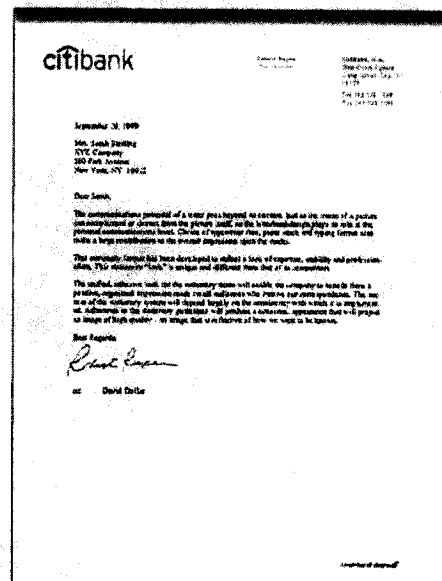
Deposit envelope

[illegible]

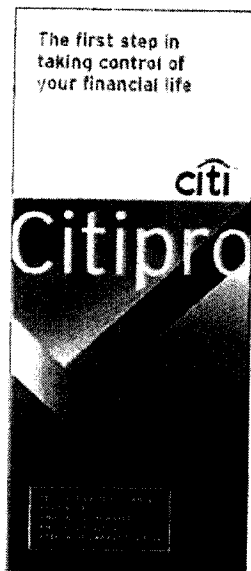
Account statement



Brochure



Letterhead



Citipro™ brochure

LAURA LIRA
123 MAIN STREET
ANYTOWN, ST 12345

101

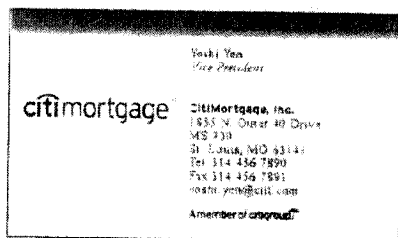
Date _____

Pay to the order of _____ \$ _____

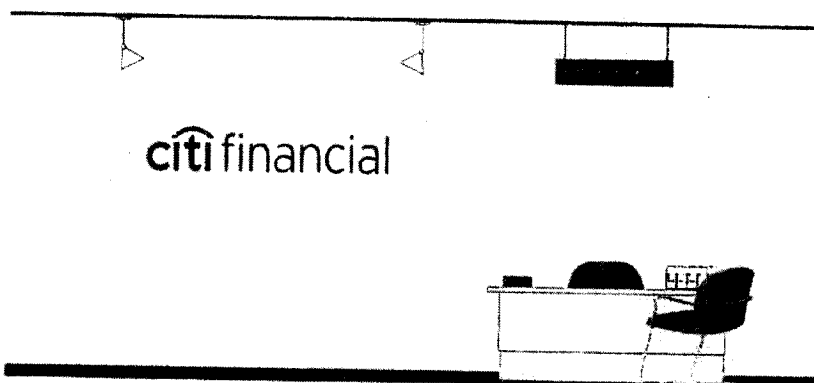
citibank
Citibank N.A. 60 422
170 WEST 170TH STREET
NEW YORK, NY 10037

⑆ 5 4 4 5 0 0 7 4 0 0 7 8 9 4 2 2 1 0 2 0 1 ⑆

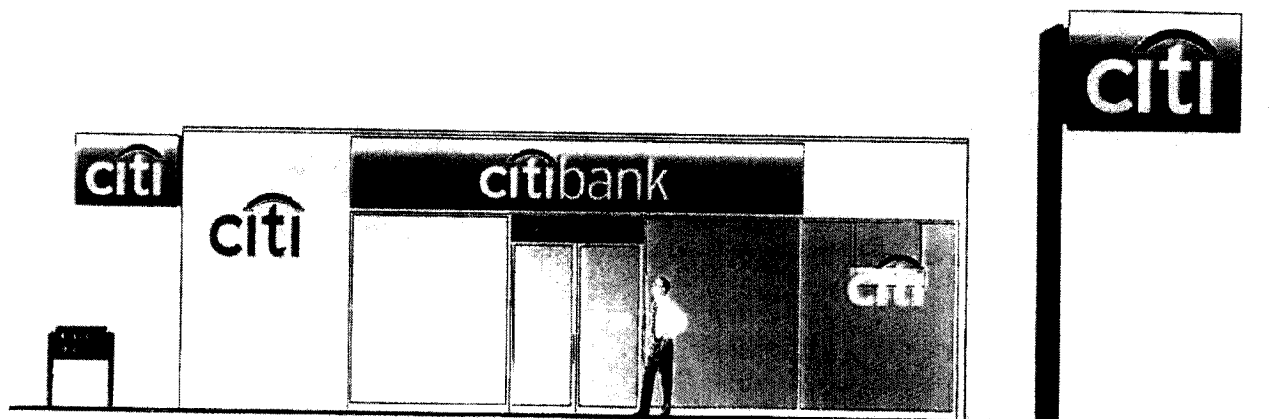
Account check



CitiMortgage business card



CitiFinancial



Financial Center

Our naming policy is always a balance
between what we need to protect
and what we need to make sure
people can find it. We need to
make sure it's not too hard to find,
but also not too easy to find.

Do not
name it.
Describe it.

© 2000 Apple Computer, Inc.

Do not over think names

When naming a service or product it will be presented to our customers in a wider context, a Citi branded context. Customers will have walked into a branch, logged onto a Web site or placed a telephone call. They will already be aware this product or service is brought to them by Citi.

Do not put Citi as a word or logo into the name itself, the logo needs to be manifest on a relevant surface (see brochure), but not baked into the name.

Product or Service name goes here

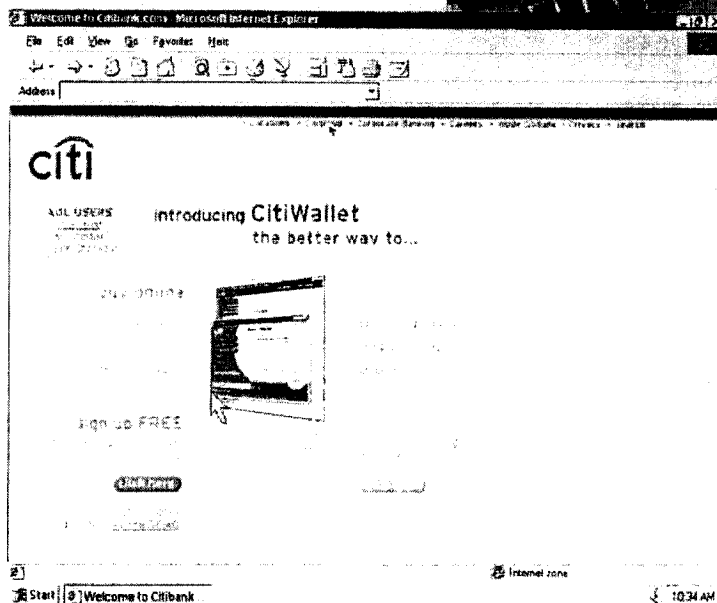
Headline goes here

Remember your materials will be Citi branded

Citibank Everything CountsSM

A high interest account

citiSM



Citi naming strategy and process

Creating a new name can be expensive – and the way in which we name our individual products and services has critical legal and branding implications. When considering which kind of name is appropriate, refer to the following pages as an overview.

We will continue to use Citibank as the prominent word in our naming system while we transition to our new brand identifying Citi.

Objectives of the Citi naming strategy

- Promote Citi as a strong, single identity
- Give a clear and accurate description so that our clients can easily identify what they need
- Add value to brand by limiting the use of the Citi prefix
- Be applicable to all parts of the business/ all geographies and easy to use
- Be flexible to account for special legal/regulatory restrictions

The basic principles of the naming strategy

- Use Citibank as "First Name"
- Use simple, straightforward language
- Limit Citi prefix to "flagship" offerings
- Use families of Citi prefix names for investment/insurance products
- Use Citibank in English
- Create product and service names in English where feasible

The naming approval process

If you choose a descriptive name i.e., Citibank Personal Loan, you don't need legal or Global Branding approval

- Remember 95% of names fall into this category
- Remember generating, searching and protecting names costs money; Supporting such brand names is also costly

Step 1

- If you need a name for an insurance/ investment product or flagship offering begin process 3-6 months prior to a planned launch

Step 2

- Generate name candidates and complete the Offering Profile form in this section of the Brand Book or on Citi Web

Step 3

- Obtain the approval and signature of your marketing manager on the Offering Profile form.

Step 4

- Obtain Global Branding approval by sending the Offering Profile to: (Citi prefix or proprietary name only)

Global Branding
attention: Susan Avarde
Citibank Consumer Bank
One Court Square
Long Island City, NY 11120
USA
Tel 718 248 3474
Fax 718 248 3329

Step 5

- Once your name has been reviewed and approved by the Global Branding it will be forwarded to our Trademark counsel for review and filing. (There is a cost involved in this process.)

Step 6

- Legal will require the Trademark/Service Mark form filled out and sent to them (also in this section) once branding has been approved your name.

Step 7

- Legal will extensively search your chosen name and guide you with respect to the viability. This process takes 8 weeks.

Product and service naming

Remember: When naming a service or product it will be presented to our clients in a wider, Citi branded context. Try not to over think names.

We use these basic kinds of names:

Descriptive -

tells the client what the offering is. 95% of Citibank names fall into this category.

Descriptive names are:

- Straightforward, easy to understand language (e.g., Citibank Checking)
- Appropriate for most Citibank offerings
- Appropriate for offerings without the communications funding to support a new brand or sub-brand

No approval required

Descriptive name for 95% of all products and services

Citibank
Everything
CountsSM

Citibank[®]
Personal Loan

Citi prefix -

for investments and insurance. 4.0% of Citibank names fall into this category

Names with a Citi prefix:

- Appropriate solution for offerings legally restricted from using Citibank (investment and insurance products)
- These names require concrete suffix after the word Citi

Approval required

Must use Citi prefix name for investments and insurance

CitiSelect[®]

CitiFunds[®]

Citi prefix -

for flagship offerings. 0.5% of names fall into this category

- Build recognition of "best of breed" offerings – we don't want to overuse these
- Are considered "flagship" offerings which have significant, ongoing communications support and funding and meet all or most of the following criteria:
 - Core products/services delivering a Citibank capability that provides a significant benefit to clients
 - Highly visible offerings
- In very limited instances, internal programs/products which are globally recognized and used by most employees company-wide and on a regular basis (e.g., CitiMail)

Approval required

Flagship offerings

CitiGold

Proprietary -

for rare cases and special marketing circumstances. 0.5% of Citibank names fall into this category.

Proprietary names are:

- Reserved for stand-alone offerings requiring some distance from Citibank
- Offerings that are competitive with other core Citibank branded products or services (e.g., Diners Club)
- Offerings entering a new segment/strategic category, or price/status positioning for which Citibank is not a credible or helpful differentiator (e.g., Choice)
- Special franchising, multiple management of licensing arrangements (e.g., Legion Fund – a multi-manager global hedge fund)
- Offerings sold to competitors, where a close connection to Citibank may hinder sales (e.g., WorldLink)

Approval required

Proprietary

Choice[®]

Diners Club[®]

Don't do it

Some names are inappropriate because they do not communicate clearly what the product or service is. Others lack apparent meaning or are arbitrary and irrelevant. And some are inappropriate because they are overly fanciful and therefore are hard to understand and costly to support. Do not use the logo as part of the name.

~~CitiSunrise~~

~~Magic~~

~~CCM~~

~~Overdrive~~

~~Centauri~~

~~CRS~~

~~Hi-Save~~

~~Lipstic~~

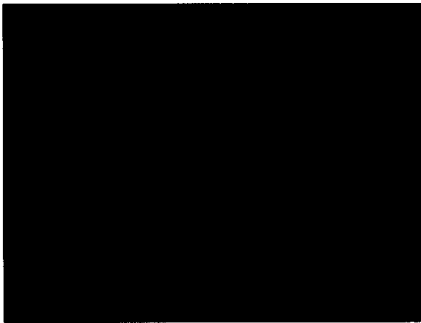
~~CMMA~~

~~Simpli^{ci}~~

~~WorldLink Plus Transaxis~~

~~Univerciti~~

~~citiwallet~~



(Fade in)
MAN: Today I earn rewards points...



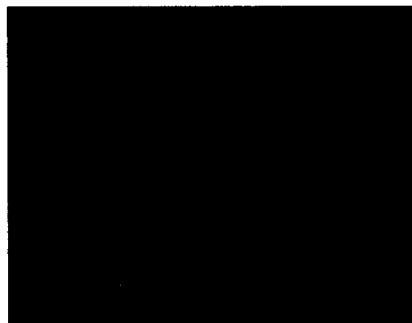
wicked fast with my Citi Premiere Pass
Credit Card...



and I do it blindfolded.



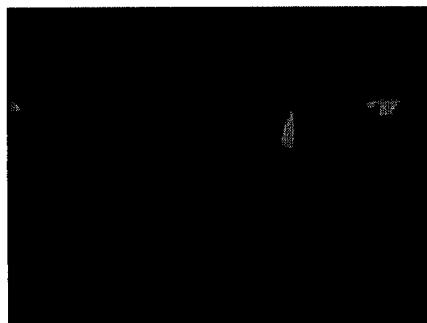
First I buy my tickets.



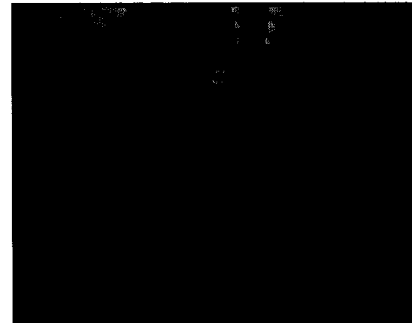
VICTOR(keeping track of points): Which
airline?



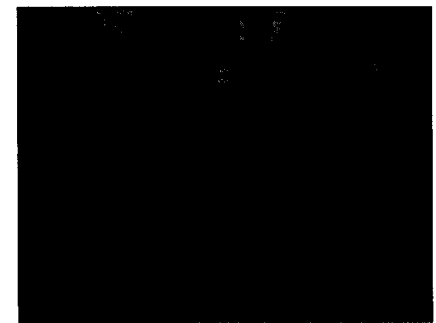
MAN: Any. I earn points on all the airplanes.



Notice that I earn points for the miles I'm
flying. Mind you I'm still blindfolded.



FLIGHT ATTENDANT: Don't forget the
airline still gives you...



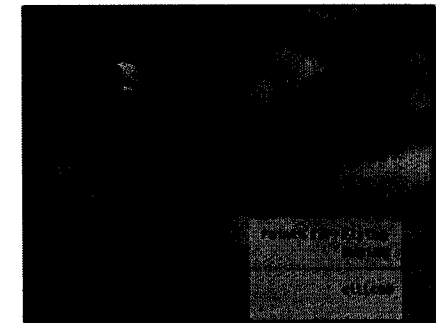
your frequent flier miles.
(Man raises his hands and knock tray
down)



MAN: The Citi Premiere Pass Credit Card...



is the fastest way to earn reward points.
Rewarding...



very, very, very rewarding.
(Fade out)

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 155

Text: citi.com

Text: As compared to other air travel programs. Based on
ComperMedia data from January through July 2006.

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OPP009020

Competitrack

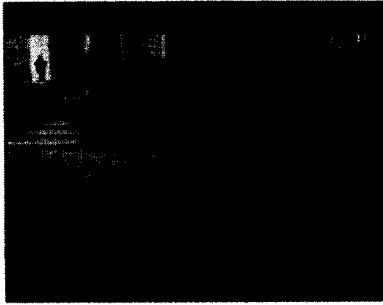
Advertiser: Citi AAdvantage Card
Product: Citibank AAdvantage Card
Title: Suburban Safari
Ad Code: CITABB-0114

First Date: 06/24/06
Source: CNN
Length: 60
New/Recut: New

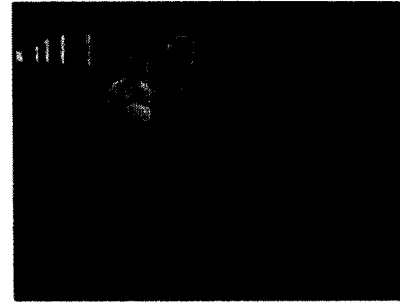


(Music)

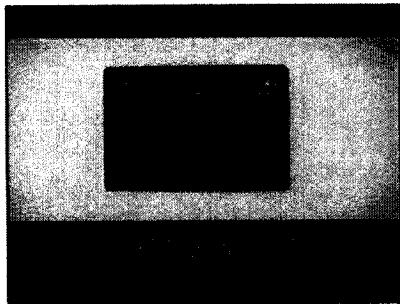
DAD: Alright guys, keep your eyes open. You don't know what you're going to see.



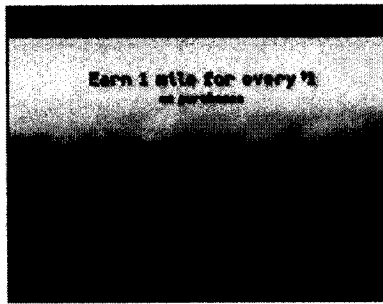
If you look to your right you will see a tropical rain forest, huh? Lucky day.



To your left, a scantily clad native. Kung pow!
VOICE OVER: There's no substitute for a real vacation.



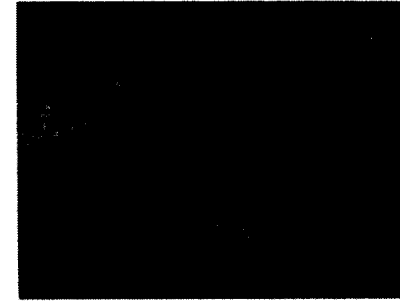
so call now to apply for the Citi Advantage Card and you'll be on a fantastic vacation in no time. That's because every dollar you spend on purchases



earns you one American Airlines AAdvantage Mile with no blackout dates.

DAD: We're seeing all sorts of things

Text: The maximum number of AAdvantage miles you can earn per calendar year is 100,000 AAdvantage miles with the Citi Platinum Select/AAdvantage World MasterCard. Maximums vary by card. AAdvantage elite members are excluded.

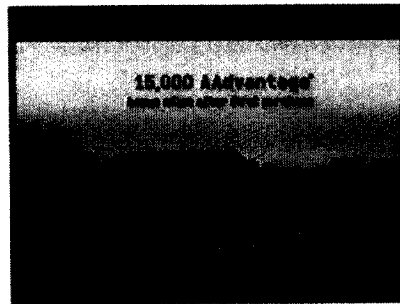


on this safari kids

V.O.: Plus you'll earn 15,000 AAdvantage bonus miles, so call now

Text cont: from these miles. AAdvantage miles are earned on all qualifying purchases.

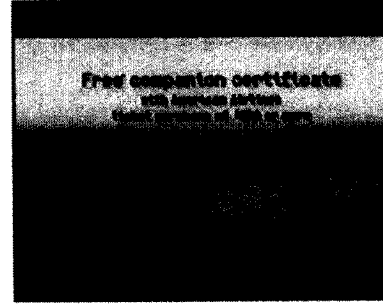
Text: American Airlines, American Eagle, and American Connection carriers.



1-877-BONUS 13 to get started. You'll even get a free companion certificate...

Text cont: do not have restricted dates for award travel. Seats for award travel are limited. Text cont: and may not be available on all flights. Flight awards are subject to AAdvantage program rules and restrictions.

Text: These American Airlines AAdvantage miles appear as a bonus in your



with ticket purchase, all with no annual fee for 12 months.

Text cont: AAdvantage account 8-10 weeks after your first purchase with the card. This offer is valid only for new accounts.

Text: Passenger is responsible for all taxes, fees and charges in association with companion travel. RESTRICTIONS APPLY. Companion certificate offer is available



DAD: Ooh, ooh kids look, caribou

Text cont: only to new Cardholders approved through this offer. Details as well as certain restrictions on inventory, conditions and restricted dates apply and will be set out on your certificate. Redemption must be booked by phone, airport or ticket office through American Airlines and such tickets are up to an additional \$15 more than tickets purchased through www.aa.com. All such additional amounts are subject to change. Certain other restrictions apply. Your companion certificate



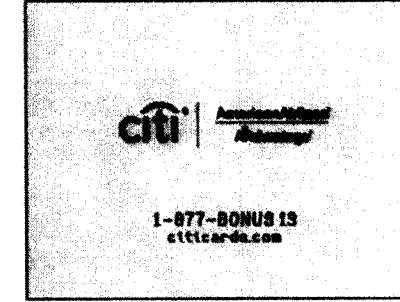
V.O.: Citi AAdvantage Card. Turn everyday purchases into a real vacation.

Text cont: and arrive 8-10 weeks after account approval.
Text: \$85 thereafter. As of June 1, 2006. Variable purchase APR: 17.99%. Variable Cash Advance APR: 22.99%. Variable default APR: 31.99%. Minimum finance charge: 50 cents. Foreign Purchase Transaction fee: 3% of purchase amount.



SON: Hey look, a zebra!

Text cont: after its conversion into U.S. dollars. Cash advance fee: 3% of cash advance amount, \$5 minimum. Balance Transfer fee: 3% of the amount of each balance transfer, minimum \$5, maximum \$75.



V.O.: Call Citi now to apply
(Fade Out)

Text: citicards.com

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 156

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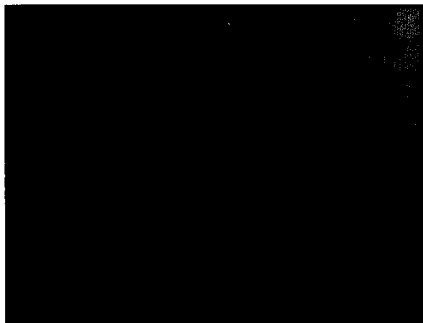
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OPP005815

Competitrack

Advertiser: Citibank
Product: ThankYou from Citi Rewards
Title: The Cyclist (Retailers)
Ad Code: CITICB-5691

First Date: 02/04/07
Source: New York City
Length: 30
New/Recut: Recut

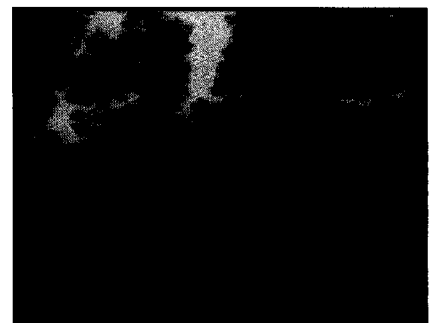


(1st man running along side friends...



and pretending he's riding a bike)

Text: Need rewards faster?



2nd: Sweet ride.



1st MAN: Yeah.

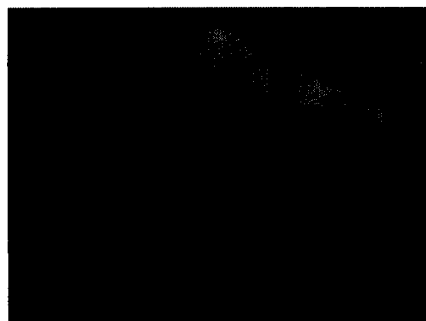
3rd MAN: That was amazing.



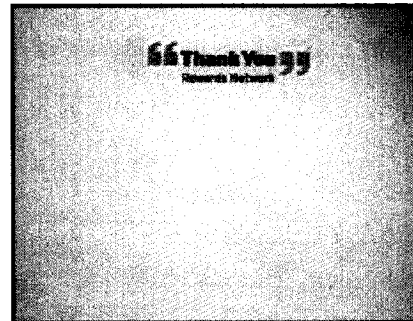
Let's do it.



1st MAN: Alright.



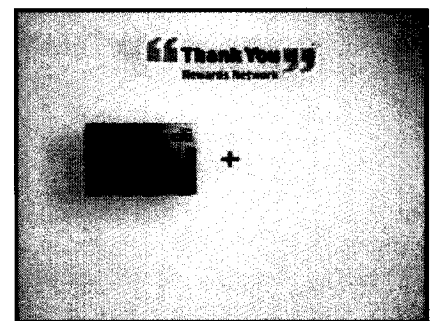
(1st man falls down) I'm good!



(Music in)

VOICE OVER: Since you can get rewards...

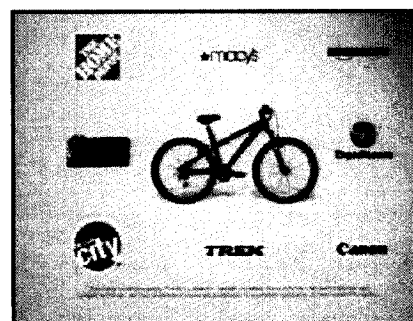
Text: Rewards Network



with "Thank You" points from your Citi Credit Card...

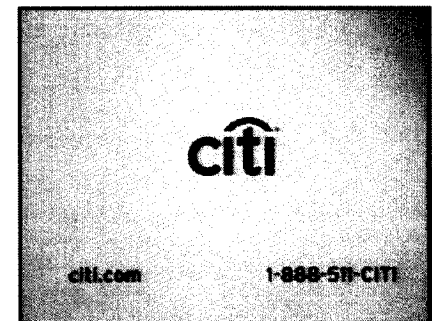


and for your everyday banking at Citibank...



it's easier to get the rewards you want.

Text: (illegible)



Call 888-511-C-I-T-I.

(Fade out)

Text: citi.com

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 157

- Tapes and MPEGs can be ordered by contacting us at 718.482.4211 -

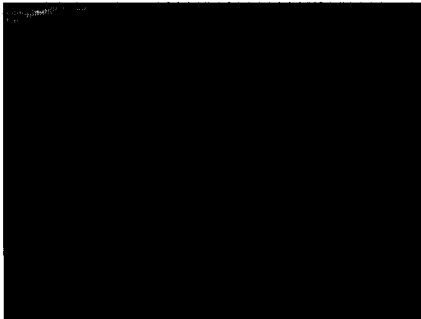
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OPP009021

Competitrack

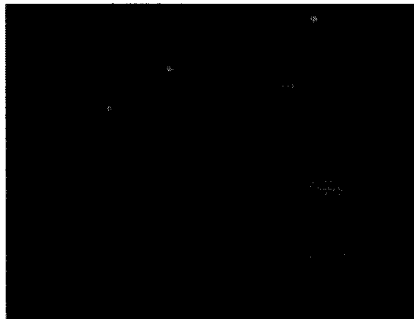
Advertiser: Citi
Product: Citibank Card
Title: Oops (60 Seconds)
Ad Code: CITICB-6221

First Date: 10/29/07
Source: New York City
Length: 60
New/Recut: Recut



(Music)

SON: So I asked my dad...



where he wanted to go for his 60th birthday.
FATHER: We just left the National Theatre.



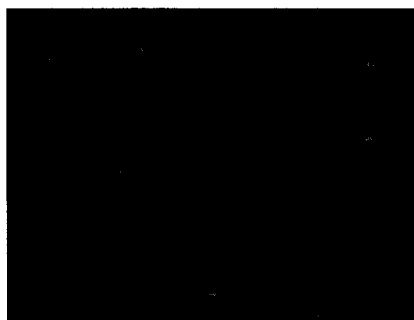
SON: Norway he said. The land of our ancestors.



We drank a pint at Ibsen's favorite pub.

FATHER: Skol!

MAN: Skol!

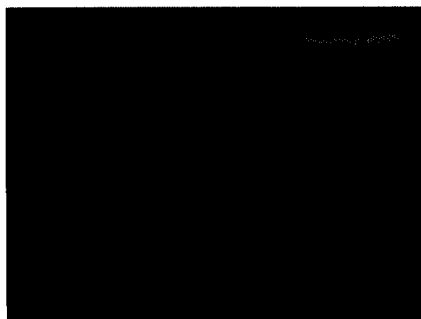


SON: We sampled the local fare. We saw the fjords.



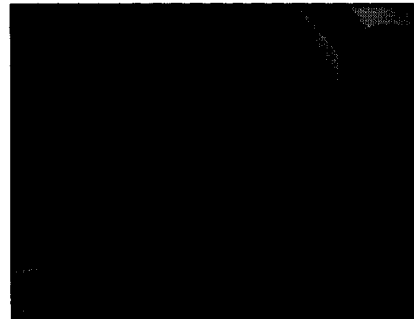
FATHER: I feel like yodeling!

SON: We got new sweaters.



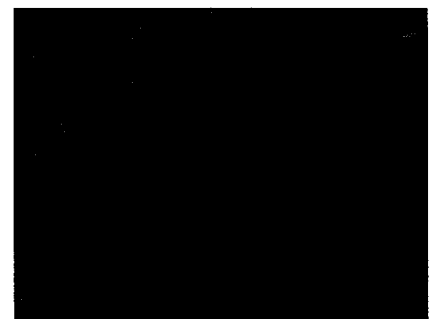
(Father mumbles something about "right" while they paddle)

SON: We bonded. It was the trip of a lifetime dad said...



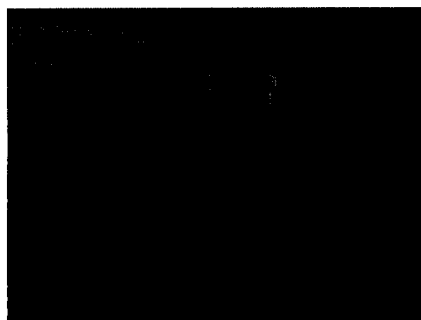
until we went to the hall of records to trace our family tree and discovered we were actually Swedish.

(The notion settles in)

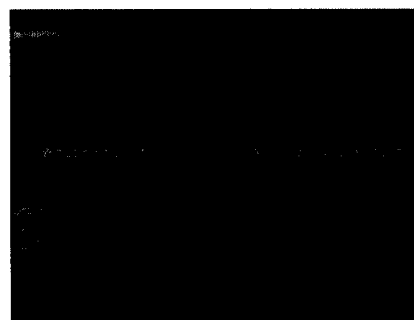


SON: Two tickets to Stockholm please. (To father) Let's go.

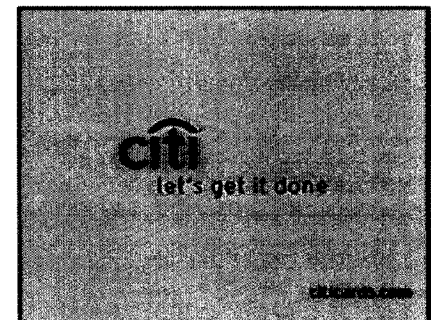
(Father appears bemused)



VOICE OVER: From visiting old worlds to making new discoveries.



Whatever your story is, your Citi Card can help you write it. Citi. Let's get it done.



(Fade Out)

Text: citicards.c

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OPP009023

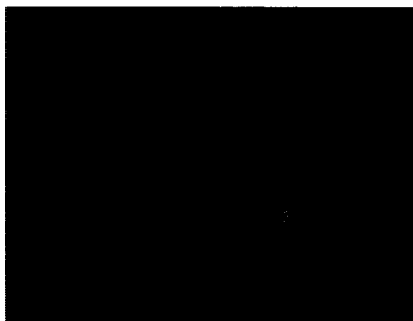
Competitrack

Advertiser: Citi
Product: Citi Never Sleeps-Consumer
Title: Wide Awake
Ad Code: CITICB-6616

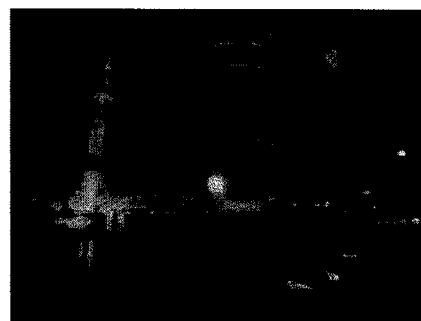
First Date: 05/11/08
Source: Los Angeles
Length: 30
New/Recut: New



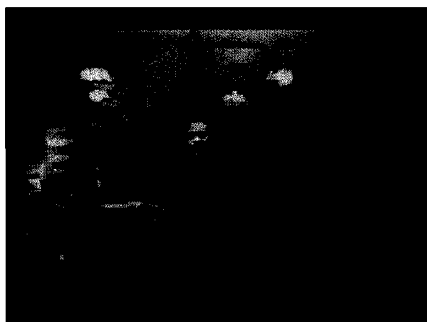
(Music)
VOICE OVER: Every night...



you sleep...



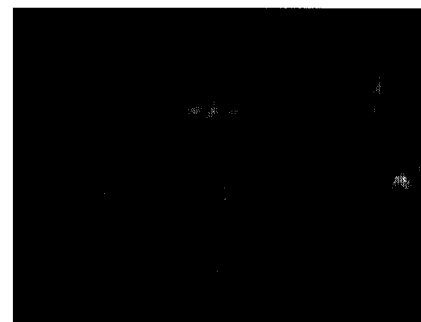
but your dreams are wide awake...



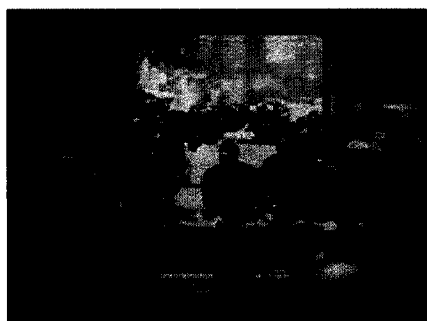
because ambitions never sleep.



Aspirations never sleep.



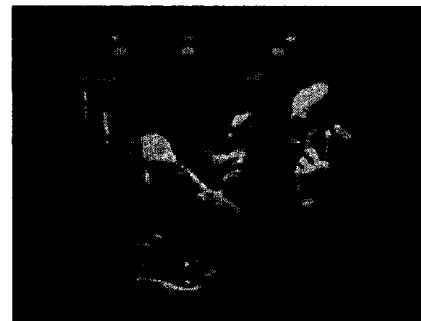
Goals never sleep. Hopes never sleep.



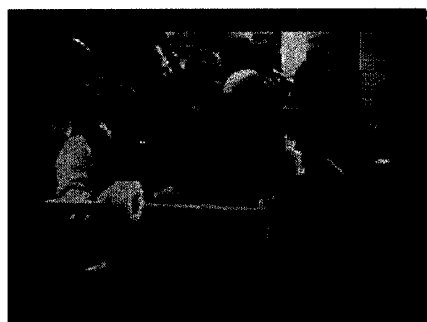
Opportunities never sleep.



The world never sleeps.



That's why we work around the world.



That's why we work around the clock...



to turn dreams into realities.



That's why Citi never sleeps.
(Fade out)

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Text: citi.com/nev

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OPP009025

Competitrack

Advertiser: Citi
Product: Citibank Card
Title: Trip To Nowhere
Ad Code: CITICB-7105

First Date: 12/21/08
Source: San Francisco
Length: 30
New/Recut: New

(Music)
WOMAN'S VOICE OVER: So...

my husband said he'd plan a surprise
anniversary trip.

Spending an hour on a snowmobile was
certainly a surprise...

and when we got there...
MAN: Nice huh?
WOMAN: Yeah.

WOMAN'S V.O.: No fine dining, no spa.

Not only was there no hot tub...

there was no bathroom.

And just when I thought there was no
nightlife, he surprised me again.

But I'm still planning next year's trip.

FOREST WHITAKER V.O.: Whatever your
story is...

Text: What's your story?

your Citicard can help you write it...

Text: We'll help you write it.

Citi never sleeps.
citi

citicards.com

because Citi never sleeps.
(Fade out)

Text: Citi never si
citicards.com

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 160

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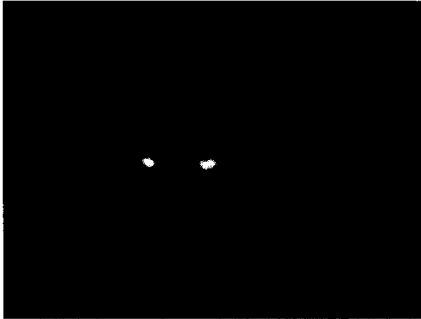
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OPP009026

Competitrack

Advertiser: Citi
Product: Citi Thank You Premier Card
Title: Pop That
Ad Code: CITICB-8391

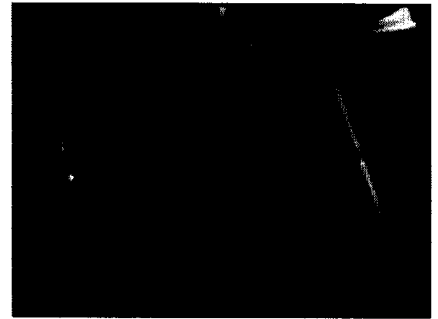
First Date: 04/02/11
Source: New York City
Length: 60
New/Recut: New



(Music)



1st MAN: Okay, let's leave that there for now. Put this on. You can hook that up.



2nd MAN: I've got it.
1st MAN: Careful with it.



Whoa!
3rd MAN: You got a weather balloon with points.



1st MAN: Yes I did.
1st MAN'S VOICE OVER: It all started when I got this new Citi Thank You Card...



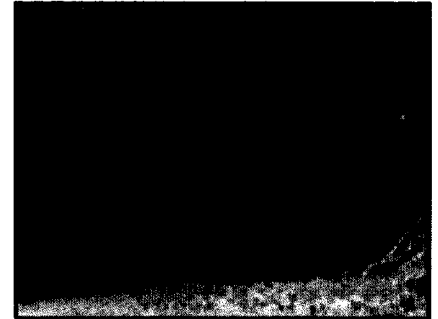
and started earning loads of points. 3, 2, 1.
(Men cheer as balloon with camera goes up)



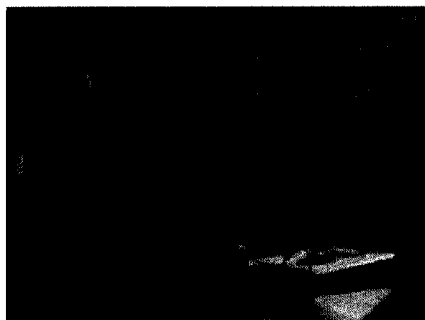
3rd MAN: Watch it go.
1st MAN'S V.O.: It turns out you can use your Citi's Thank You Points...



for just about anything.
(Balloon explodes and men...



try to locate it using tracking device)
1st MAN: The GPS says it's supposed to be around here.



3rd MAN: There it is, right there!
1st MAN: So I used mine to get a whole new perspective.



(Men react to footage captured)
V.O.: The new Citi Thank You Premier Card gives you more ways to earn points.



What's your story? Citi can help you write it.
(Fade out)

Text: stories.citi.c

Citigroup Inc. v. Citiair, LLC
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Opposer Ex. 161

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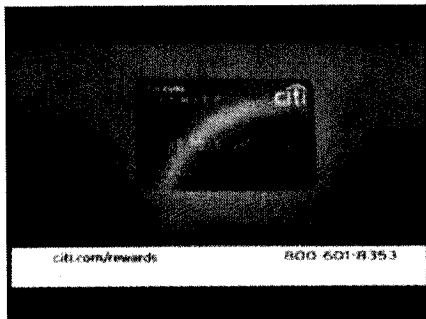
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OPP009035

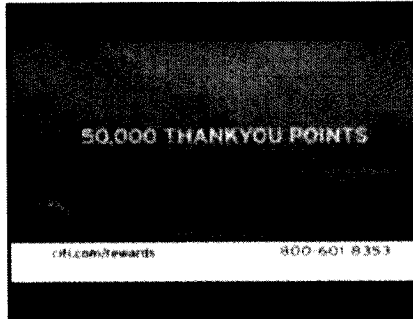
Competitrack

Advertiser: Citi
Product: Citi Thank You Premier Card
Title: Lots Of Points
Ad Code: CITICB-8884

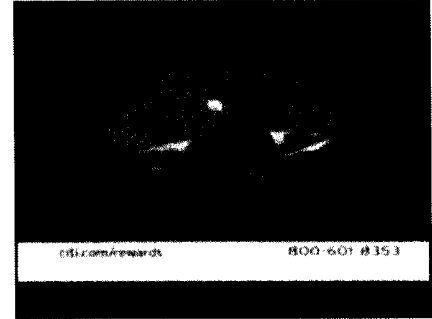
First Date: 10/27/11
Source: MSNBC
Length: 60
New/Recut: New



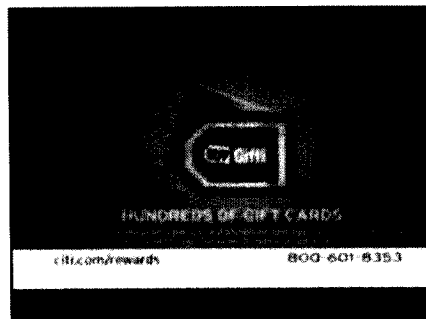
(Music)
VOICE OVER: What do you get when you become a Citi ThankYou Premier Member?
Text: citi.com/rewards



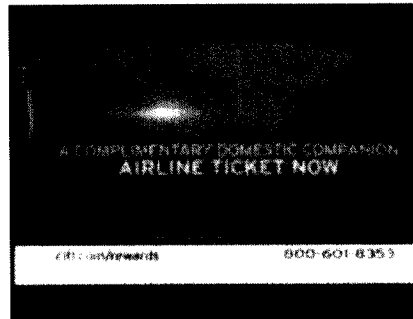
50,000 ThankYou Points when you spend \$2500. That's right 50,000 ThankYou Reward Points. But what can you...
Text: After \$2500 spend in first 3 months.



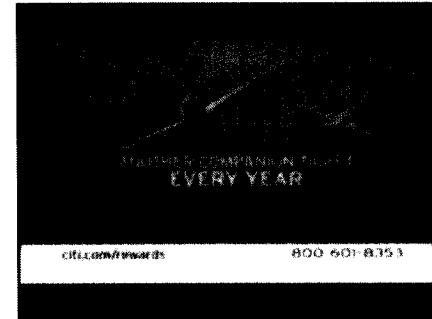
get with those 50,000 points?
1st WOMAN: I got this amazing flat-screen TV.
1st MAN: For only 41,000 points...



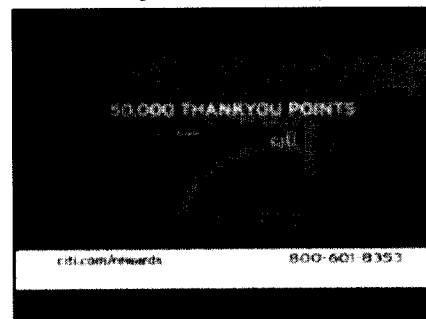
I got a kayak for weekends at the lake.
2nd WOMAN: We used our points...
Text: BEST BUY is in no way affiliated with Citibank, N.A. the use of merchant name and/or logos is by permission and all trademarks are the property of BEST BUY. Citi and Arc Design, ThankYou and Citi ThankYou are registered service marks of Citigroup, Inc.



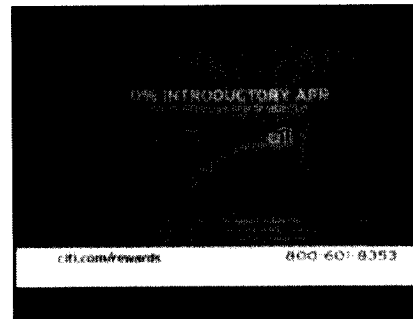
to get \$500 in gift cards for our nephews.
V.O.: In addition to 50,000 ThankYou Points you also get a companion airline ticket...
Text: Continental U.S. only. Passenger is responsible for all fees and taxes.



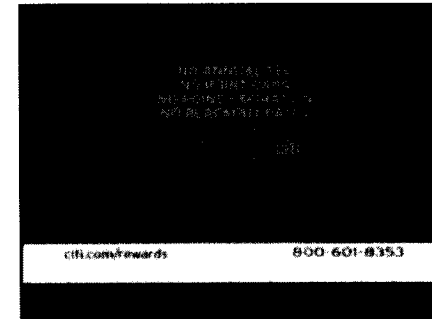
on us, right away and another airline ticket every year after that.



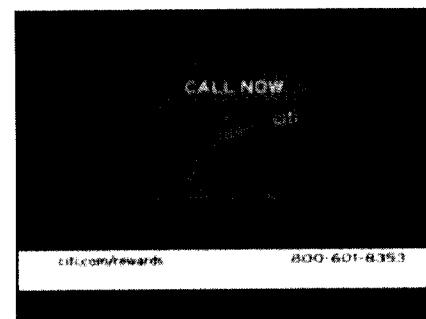
Call 800-601-8353 now. Become a card member and earn 50,000 ThankYou Points...



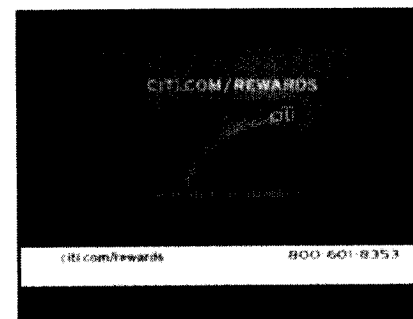
and airline tickets and you'll also get our 0% introductory APR offer.
Text: The standard variable purchases APR is 13.99 - 21.99% based on your creditworthiness. The standard variable cash advance APR is 25.24%. The standard variable penalty APR is up to 29.99%. The annual fee is \$125 and the annual authorized...



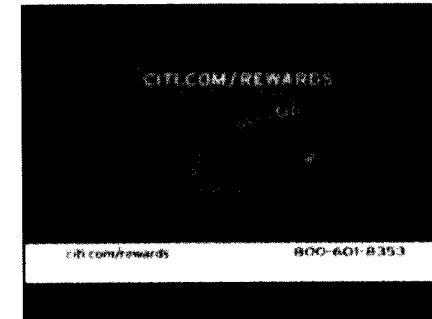
Plus no annual fee for the first year. There are no point caps, no expiration on points and no blackout dates.
Text cont.: user fee is \$50. The annual fee is waived for the first 12 months. Minimum interest charge of \$0.50.



Call 800-601-8353 today for your...



Citi ThankYou Premier Card or visit citi.com/rewards.



(Fade out)

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Text: ENDLESS POINTS, ENDLESS POTENTIAL

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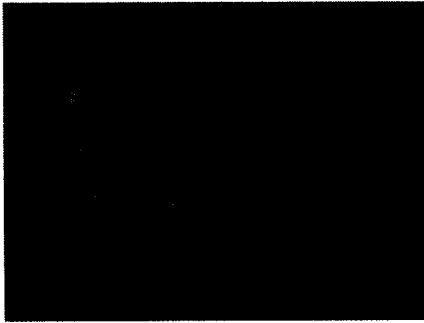
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OPP009036

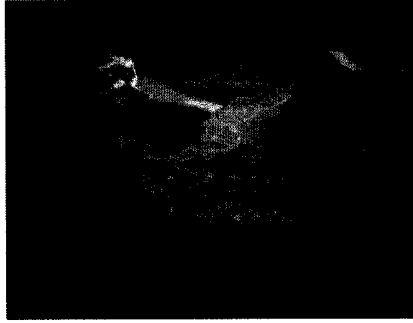
Competitrack

Advertiser: Citi
Product: Citi ThankYou Card
Title: Get Far
Ad Code: CITICB-9244

First Date: 02/20/12
Source: Golf Channel
Length: 15
New/Recut: New



(Music)
WOMAN'S VOICE OVER: How did I get...



here? With determination...



(Music)



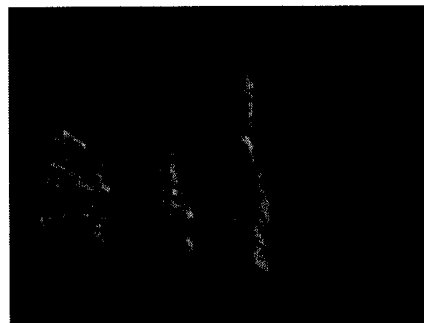
courage...



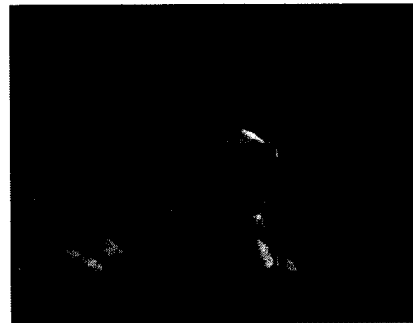
(Music)



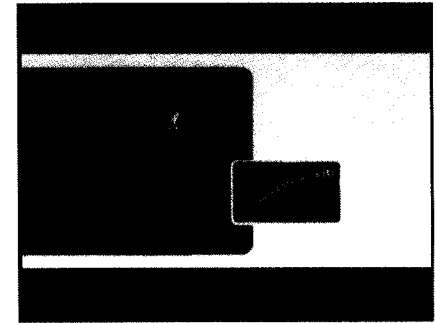
and all the points I earned...



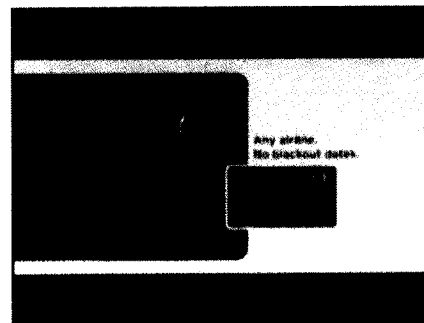
with my Citi ThankYou Card.



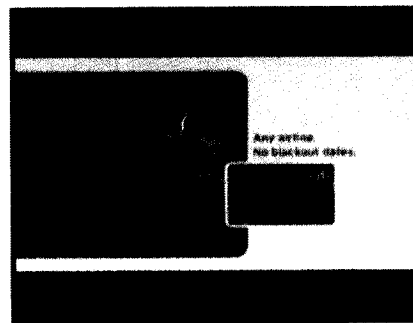
(Music)



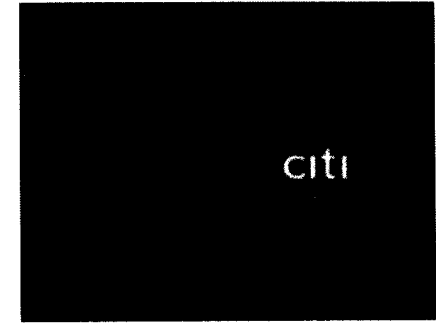
MAN'S V.O.: The Citi ThankYou Card.



Redeem points for travel...



on any airline...



with no blackout dates.
(Fade out)

Text: thankyoucard.c

Citigroup Inc. v. Citiair, LLC
Opp. No. 91201920
Opposer Ex. 163

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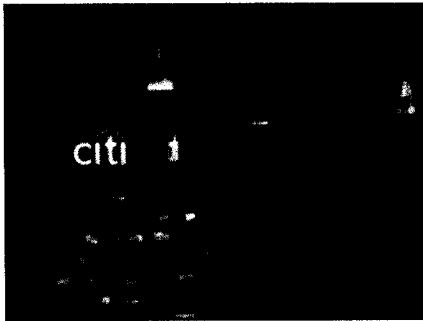
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OPP009039

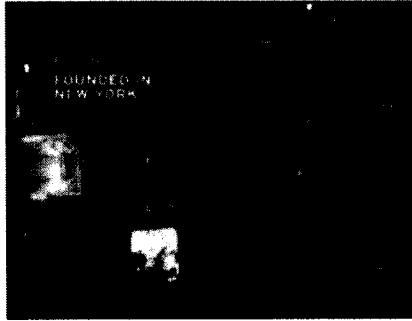
Competitrack

Advertiser: Citi
Product: Salute
Title: Your Idea
Ad Code: CITICB-9337

First Date: 03/31/12
Source: San Francisco
Length: 60
New/Recut: New



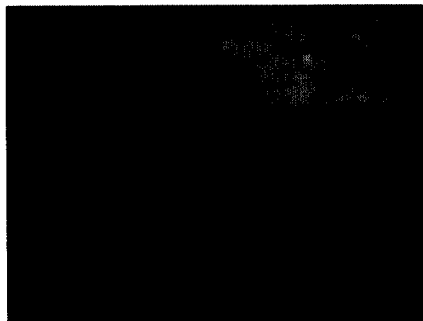
(Music)
VOICE OVER: Citi turns 200 this year.



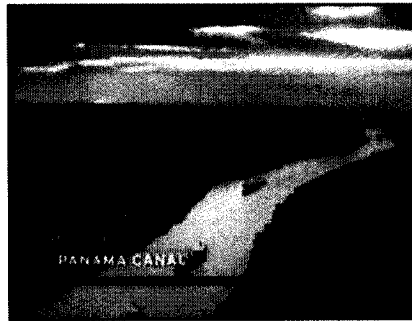
So why exactly should that be of any interest to you?



Well in that time there have been some good days and some difficult ones.



But through it all we've persevered, supporting some of the biggest ideas in modern history.



Like the TransAtlantic Cable that connected continents and the Panama Canal...



that made our world a smaller place. We supported the Marshall Plan that helped Europe regain its strength...



and pioneered the ATM so you can get cash when you want it.



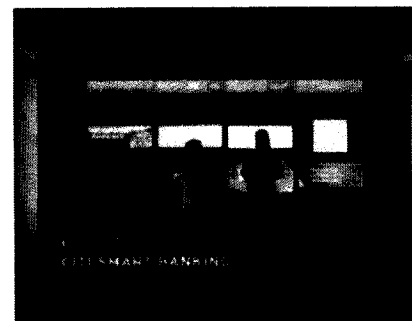
It's been our privilege to back ideas like these and the leaders behind them.



So why should our anniversary matter to you?



Because for 200 years we've been helping people...



and their ideas move from ambition to achievement.



And the next great idea could be yours.
(Fade out)

Text: citi.com/200

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Competitrack

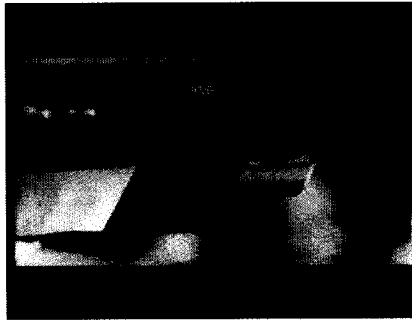
Advertiser: Citi AAdvantage Card
Product: Citi Platinum Select/AAdvantage Card
Title: Pack Miles(30,000 miles)
Ad Code: CITABB-0250

First Date: 04/02/12
Source: CNBC
Length: 60
New/Recut: Recut



(Music)

VOICE OVER: Wouldn't you like to earn miles faster...



so you can get to your next vacation faster?
Well now you can with the new...



Citi Platinum Select Advantage Card
Become a card member, spend \$1,000...

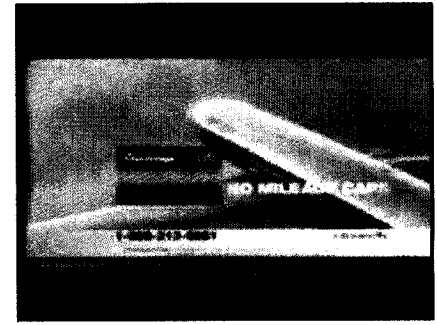


and you can earn 30,000 American Airlines
Advantage Bonus Miles...

Text: citi.com/fly
After (illegible) in purchases within 3 months of cardmembership.



along with \$100 an American Airlines flight
plus your first checked bag...



is free for you and up to 4 companions and
there's no limit to the miles you can earn.

Text: The standard variable purchase APR is (illegible)

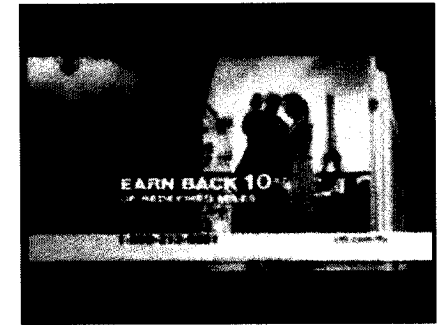


We'll even pick up your annual fee for the first
year.

Text: (illegible)



Call 800-213-9851 today. As a card member
you'll also enjoy priority boarding privileges...

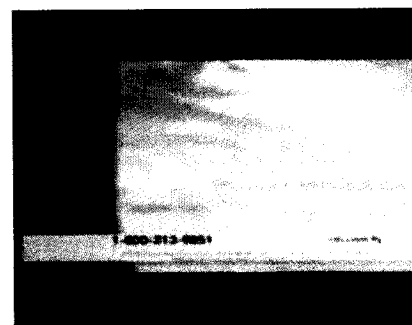


and only with the Citi Advantage Card you'll
earn 10% of your redeemed miles back...

Text: (illegible)

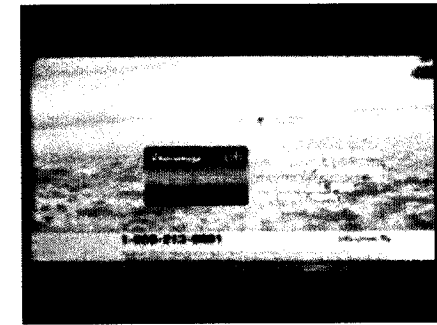


to use for your next trip. Call 800-213-9851 to
apply.



for your Citi Advantage Card and 30,000
Advantage Bonus Miles...

Text: (illegible)



or visit citi.com/fly.

(Fade out)

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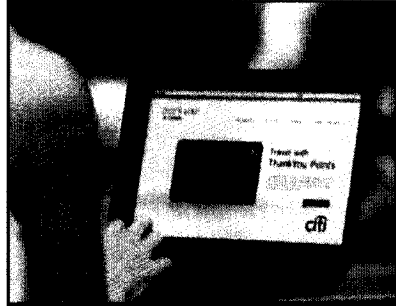
Competitrack

Advertiser: Citi
Product: Citi ThankYou Card
Title: Relaxing Vacation
Ad Code: CITICB-9558

First Date: 07/02/12
Source: Phoenix
Length: 30
New/Recut: New



(Music)
MAN'S VOICE OVER: Every year Sophia...



and I use the points we earn with our Citi ThankYou card...



for a relaxing vacation.



Sometimes we'd go for a ride in the park.



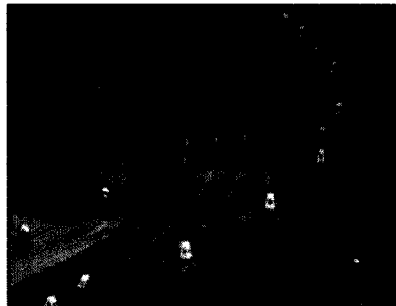
Maybe do a little sight seeing.



(Man plummets)



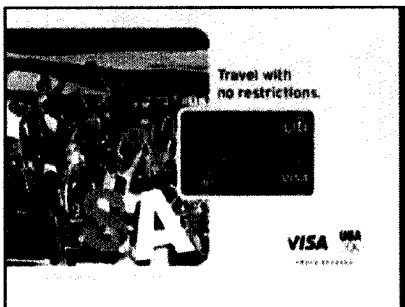
Or get some fresh air.



But this summer we used our ThankYou Points...



to just hang out with a few friends in London.



2nd V.O: The Citi ThankYou Visa Card.

Text: Travel with no restrictions.
Carrier, hotel and government rules may apply.



Redeem the points you've earned to travel with no restrictions.

Text: VISA | USA
PROUD SPONSOR



Rewarding you every step of the way.

(Fade out)

Text: citi® | USA
Proud Sponsor
citi.com/everystep

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Opp. No. 91201920
Opposer Ex. 166

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OPP013039

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Travel Companion
to Your Other
Citibank Card!

Turn
your everyday
purchases
into a FREE TRIP
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Each CitiMile is worth one actual mile of free air travel! And you can earn CitiMiles on just about everything you buy with your Citibank CitiMiles Visa card. So you can turn your everyday purchases into a FREE TRIP!

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And you can earn CitiMiles on just about everything you buy with your Citibank CitiMiles Visa card. So you can turn your everyday purchases into a FREE TRIP!

Itinerary	Round-Trip Distance	CitiMiles Needed
Boston-Washington, D.C.	350	350
Chicago-Atlanta	750	750
Los Angeles-San Francisco	900	900
Chicago-Dallas	1000	1000
San Francisco-Los Angeles	800	800

Earn CitiMiles every day!

Each time you use your Citibank CitiMiles Visa card, you earn CitiMiles. And you can use them to book your next trip. So you can turn your everyday purchases into a FREE TRIP!



Travel to hundreds of exciting destinations

With your Citibank CitiMiles Visa card, you can travel to hundreds of exciting destinations. So you can turn your everyday purchases into a FREE TRIP!



Getting your free ticket is easy

With your Citibank CitiMiles Visa card, you can get your free ticket easily. So you can turn your everyday purchases into a FREE TRIP!

The Citibank CitiMiles card gives you even more

With your Citibank CitiMiles Visa card, you can get even more. So you can turn your everyday purchases into a FREE TRIP!

- Buyers Security
- Extended Warranty
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- Citibank Photocard
- Worldwide Acceptance
- 24-Hour Customer Service
- The Lost Wallet Service
- Billing Dispute Resolution Service
- Free Additional Cards



A low Variable interest rate

With your Citibank CitiMiles Visa card, you can get a low Variable interest rate. So you can turn your everyday purchases into a FREE TRIP!

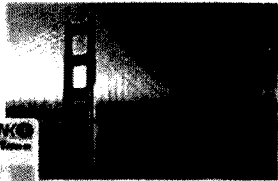
Receive your first year of membership FREE (plus \$4 bonus CitiMiles)

With your Citibank CitiMiles Visa card, you can receive your first year of membership FREE (plus \$4 bonus CitiMiles). So you can turn your everyday purchases into a FREE TRIP!

Return your Pre-Approved Acceptance Certificate today!

Return your Pre-Approved Acceptance Certificate today! So you can turn your everyday purchases into a FREE TRIP!

The Citibank CitiMiles card. It's your ticket to a free trip!



Your ticket to a free trip!



You can fly free for as little as 500 CitiMiles!

Been thinking of paying a visit to an old school chum...or taking a long weekend off to visit loved ones in your hometown? There's no stopping you when you can fly there, free, with CitiMiles!

And your favorite destination may be closer than you think. The chart below shows the CitiMiles you need for a free ticket to just a few popular destinations. For more destinations, as well as full program details, look in your "Welcome to CitiMiles" brochure sent earlier, or call 1-800-99-MILES. Monday-Friday, 9am-11pm; Saturday, 9am-8pm; 11

Remember: Every time you make a purchase with your Citibank CitiMiles card, you're earning CitiMiles! That's why it makes sense to use your CitiMiles card instead of cash, checks or another credit card for all the things you normally buy, like gas, clothes, groceries, CDs and tapes, tuition payments and housewares.

Then soon, you'll be flying free!

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<i>Destinations</i>	<i>Round-trip Distances</i>	<i>CitiMiles Needed</i>
New York/Boston	500	2500
Charlotte/Orlando	924	924
Seattle/Portland	500	500
Chicago/Dallas	1602	1602
San Francisco/Los Angeles	660	660



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<i>Destinations</i>	<i>Round-trip Distances</i>	<i>CitiMiles Needed</i>
New York/Boston	500	500
Charlotte/Orlando	924	924
Seattle/Portland	500	500
Chicago/Dallas	1602	1602
San Francisco/Los Angeles	660	660



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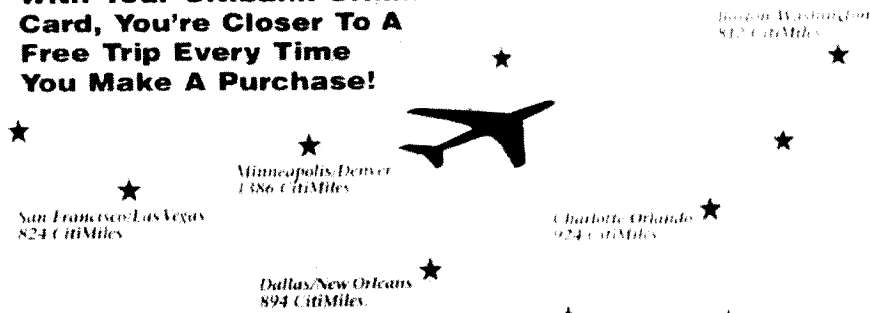
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Then soon, you'll be flying free!

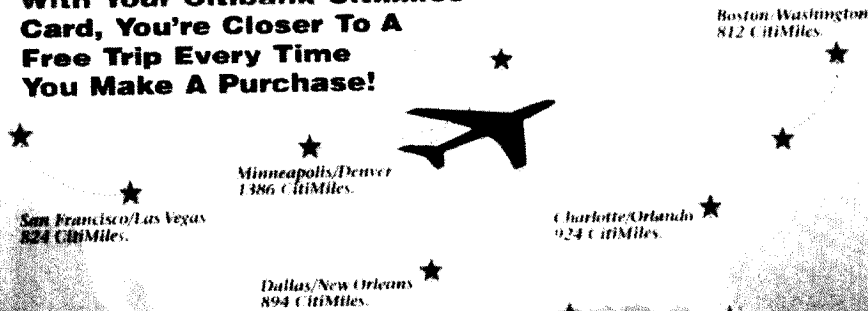
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<i>Destinations</i>	<i>Round-trip Distances</i>	<i>CitiMiles Needed</i>
New York/Boston	500	500
Charlotte/Orlando	924	924
Seattle/Portland	500	500
Chicago/Dallas	1602	1602
San Francisco/Los Angeles	660	660

With Your Citibank CitiMiles Card, You're Closer To A Free Trip Every Time You Make A Purchase!



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